



IDEA CELLULAR LIMITED

CIN: L32100GJ1996PLC030976

Registered Office: Suman Tower, Plot No. 18, Sector - 11, Gandhinagar - 382 011, Gujarat

Email: shs@idea.adityabirla.com, **Website:** www.ideacellular.com

Tel.: + 91-79-66714000, **Fax:** +91-79-23232251

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of Idea Cellular Limited will be held on Thursday, the 29th day of September, 2016 at 12:30 P.M. at Cambay Sapphire (Formerly Cambay Spa and Resort), Plot No. 22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar – 382 044, Gujarat, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements and Audited Consolidated Financial Statements for the financial year ended March 31, 2016, together with the Reports of the Board of Directors' and Auditors' thereon.
2. To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2016.
3. To appoint a Director in place of Mr. Kumar Mangalam Birla (DIN: 00012813), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sanjeev Aga (DIN: 00022065), who retires by rotation, and being eligible, offers himself for re-appointment.
5. To ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018), as the Statutory Auditors of the Company, to hold office from the conclusion of this Twenty First Annual General Meeting until the conclusion of Twenty Second Annual General Meeting of the Company to be held in the calendar year 2017, be and is hereby ratified, at such remuneration as the Board of Directors of the Company may fix in this behalf."

SPECIAL BUSINESS:

6. Remuneration of Cost Auditors

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 7,00,000/- (Rupees Seven Lacs only) plus service tax and reimbursement of travel and out of pocket expenses, to be paid to M/s. Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212), appointed by the Board of Directors as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2016-17, be and is hereby ratified, confirmed and approved."

7. Issue of Non-Convertible Securities on Private Placement Basis

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities)

Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and subject to all the applicable rules, regulations and guidelines issued by Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and/or any other authority, (including any amendment, modification, variation or re-enactment to any of the forgoing) and provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to offer or issue from time to time, Non-Convertible Securities including but not limited to Non-Convertible Debentures (NCDs), secured or unsecured, in one or more series / Tranches aggregating upto an amount not exceeding ₹ 7,000 crores (Rupees Seven Thousand Crores only), on a private placement basis, during a period of one year from the date of passing this resolution, on such terms and conditions as the Board may, from time to time deem fit, proper and appropriate.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, and do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or to the Managing Director or Director or any other officer(s) of the Company or to any other person."

8. Approval of material related party transaction(s) with Indus Towers Limited

To consider and, if thought fit, to pass, the following resolution as a Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions of the Companies Act, 2013 ('the Act') read with The Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or re-enactment to any of the forgoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to ratify/approve all existing contracts/arrangements/ agreements/transactions and to enter into new/further contracts/ arrangements/ agreements/transactions (including any modifications, alterations or amendments thereto), in the ordinary course of business and on arm's length basis with Indus Towers Limited (Indus) a 'Related Party' within the meaning of the Act and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and Indus.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

9. Appointment of Mr. Akshaya Moondra as a Director of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section(s) 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force to any of the forgoing), Mr. Akshaya Moondra (DIN: 02606784), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

10. Appointment of Mr. Akshaya Moondra as the Whole Time Director of the Company

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the members be and is hereby accorded for appointment of Mr. Akshaya Moondra (DIN: 02606784) as the Whole Time Director of the Company, designated as the Whole Time Director and Chief Financial Officer, for a period of 5 (five) years with effect from 8th July, 2016, on the terms and conditions including remuneration as set out hereunder with further liberty to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee constituted / to be constituted by the Board) to alter modify or revise from time to time the said terms and conditions of appointment and remuneration of Mr. Akshaya Moondra, as may be considered appropriate and in the best interests of the Company and as may be permissible at law, viz.:

A. Period:

5 (Five) years with effect from July 8, 2016 with the liberty to either party to terminate the appointment on three months notice in writing to the other.

B. Remuneration:

- (a) Basic Salary ₹ 2,79,783/- (Rupees Two Lacs Seventy Nine Thousand Seven Hundred and Eighty Three Only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 6,00,000/- (Rupees Six Lacs Only) per month as Basic Salary, as may be decided by the Board of Directors from time to time with consequential / corresponding increase in the other components of remuneration linked to the same.
- (b) Special Allowance ₹ 9,02,549/- (Rupees Nine Lacs Two Thousand Five Hundred and Forty Nine Only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 17,00,000/- (Rupees Seventeen Lacs Only) per month, as may be decided by the Board of Directors from time to time. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
- (c) Annual Incentive Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 1,25,00,000/- (Rupees One Crore Twenty Five Lacs Only) per annum.
- (d) Long-term Incentive Compensation (LTIC) including Employee Stock Option, Restricted Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or its Subsidiaries and/or any other incentive plan applicable to Senior Executives of the Company/Aditya Birla Group, in such manner and with such provisions as may be decided by the Board.

C. Perquisites


- (a) Housing: Free furnished accommodation or HRA in lieu of company provided accommodation.
- (b) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy.
- (c) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- (d) Two cars for use of Company’s Business as per Company’s Car policy.
- (e) Reimbursement of entertainment, travelling and all other expenses incurred for the business of the company as per policy of the Company.
- (f) Leave and encashment of leave: As per the policy of the Company

- (g) Personal accident Insurance Premium: As per the policy of the Company.
 - (h) Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, as per the policy of the Company.
 - (i) Gratuity and /or contribution to the Gratuity Fund of Company: As per the policy of the Company.
 - (j) Other Allowances/benefits, perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and/ or any other allowance, perquisites as the Board from time to time decide.
- D. Annual remuneration review is effective July, 1 each year, as per the policy of the Company.
- E. Subject as aforesaid, the Whole-Time Director and Chief Financial Officer shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- F. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Akshaya Moondra, will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
- G. The aggregate of the remuneration and perquisites as aforesaid in any Financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act, read with Schedule V of the said Act or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.
- H. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Akshaya Moondra in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.
- I. The Nomination and Remuneration Committee will review and recommend the increment / revision to the remuneration payable to Mr. Akshaya Moondra from time to time.
- J. Though considering the provisions of Section 188 of the Companies Act 2013, and the applicable Rules and the Schedule of the Act, Mr. Akshaya Moondra would not be holding any office or place of profit by his being a mere director of the Company's Subsidiaries/ Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees/ commission paid/ payable to other directors for attending meetings of Board(s) of Directors/ Committee(s) of subsidiaries/ Joint Ventures of the Company or companies promoted by the Aditya Birla Group.
- K. So long as Mr. Akshaya Moondra functions as the Whole Time Director and Chief Financial Officer of the Company he shall not be subject to retirement by rotation and shall not be paid any sitting fees for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof.

RESOLVED FURTHER THAT action taken by the Company, in paying revised remuneration to Mr. Akshaya Moondra, Whole Time Director and Chief Financial Officer with effect from July 8, 2016, in anticipation of this resolution, be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper and expedient to give effect to the intent of the above resolution."

By Order of the Board
For **Idea Cellular Limited**



Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date: August 25, 2016

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**
A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER SHAREHOLDER.
2. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business as set out at Item Nos. 6 to 10 of the AGM Notice, to be transacted at the meeting is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from Saturday, 24th day of September, 2016 to Thursday, 29th day of September, 2016 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
5. The dividend of ₹ 0.60 per Equity Share, for the financial year ended March 31, 2016, as recommended by the Board, if approved at the Meeting, will be paid to those members whose names appear:
 - (a) As Beneficial Owners as at the end of business hours on September 23, 2016 as per lists to be furnished by National Securities Depositories Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) in respect of the shares held in electronic form.
 - (b) As Member in the Register of Members of the Company after giving effect to all valid share transfers in physical form which are lodged with the Company or its Registrar and Share Transfer Agent (RTA) on or before September 23, 2016.
6. Members are advised to avail the facility for receipt of dividend through Electronic Clearing Service (ECS).
 - (a) Members who hold shares in the physical form and desirous of availing Electronic Clearance Scheme (ECS) facility for direct credit of dividend to their bank account, may submit their requisite request together with a photocopy of the cancelled cheque to the Company's Registrar and Share Transfer Agents (RTA).
 - (b) Members who hold shares in electronic form, the bank details as furnished by the respective depositories to the Company will be used for the purpose of distribution of dividend. Members who want to change / correct the bank account details should send the same to their concerned DP and not to the Company. The Company/RTA will not act on any direct request from members holding shares in dematerialized form for change/deletion of such bank details.
7. Members holding shares in electronic form are requested to intimate any change in their address, E-mail Id and signature to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate such changes to the Registrar and Share Transfer Agents of the Company.
8. In terms of circular issued by SEBI, it is mandatory to quote Permanent Account Number (PAN) for participating in the securities market. Therefore, Members holding shares in dematerialised form are requested to submit the PAN details to their Depository Participant, whereas Members holding

shares in physical form are requested to submit the PAN details to the Registrar and Share Transfer Agents of the Company.

9. Statutory Registers and documents referred to in the Notice and Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 a.m. to 2:00 p.m. upto the date of the Annual General Meeting and will also be available for inspection at the meeting.
10. Disclosure pursuant to Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 hereinafter referred to as the 'Listing Regulations' and Secretarial Standards on General Meetings (SS-II), with respect to Directors seeking Appointment/Re-appointment at the Annual General Meeting, is annexed to this Notice.
11. The Annual Report of the Company for the Financial Year 2015-16, circulated to the members of the Company, is also uploaded on the Company's website www.ideacellular.com in the 'Investor Relations' Section.
12. The Ministry of Corporate Affairs (MCA), vide its circular No. 17/2012 dated July 23, 2012 has directed the Companies to upload information regarding unpaid and unclaimed dividend on the Company's website. In terms of the circular, the Company has uploaded the details of unpaid and unclaimed dividend and the same can be viewed on www.ideacellular.com.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail address either with the Company or with the Depository Participant(s).

Members who have not registered their email address with the Company can now register the same by submitting a duly filled-in 'E-communication Registration Form' annexed to this Notice.

Members holding shares in physical mode are requested to register their E-mail Id with the Company or its RTA and members holding shares in demat mode are requested to register their E-mail Id with their respective Depository Participants (DP). If there is any change in the E-mail Id already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

14. The Notice of AGM alongwith Annual Report for the year 2015-16 is being sent by electronic mode to all the Members whose E-mail addresses are registered with the Company or Depository Participant(s), unless any member has requested for a physical copy of the same. Physical copy of the Notice of AGM alongwith Annual Report are being sent to those Members who have not registered their E-mail address with the Company or Depository Participant(s).
15. E-voting
 - (i) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 (1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ("AGM") by electronic means and the business may be transacted through E-voting services arranged by National Securities Depository Limited ("NSDL"). The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM ("remote E-voting").
 - (ii) The facility for voting through electronic voting system or polling paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote E-voting shall be able to exercise their right at the AGM.
 - (iii) The Members who have cast their vote by remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- (iv) The remote E-voting period commences on Monday, 26th September, 2016 (9:00 a.m. IST) and ends on Wednesday, 28th September, 2016 (5:00 p.m. IST). During this period, Members of the Company, holding shares as on the cut-off date i.e. Thursday, 22nd September, 2016, may cast their vote by remote E-voting. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote E-voting are as under:

A. In case a Member receives an E-mail from NSDL (for Members whose E-mail addresses are registered with the Company/Depository Participants):

- (i) Open the attached PDF File "IDEA remote e-voting.pdf" attached to the mail, using your Client ID or Folio No. as password. The said PDF file contains your User ID and Password/PIN for remote E-voting. Please note that the Password provided is an initial password. You will not receive this PDF file if you are already registered with NSDL for E voting, in which case you can use your existing password for casting the vote.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>
- (iii) Click on Shareholder - Login.
- (iv) Put User ID and password as initial password/PIN noted in step (i) above. Click 'Login'.
- (v) Password change menu will appear. Change the password/PIN with a new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any person and take utmost care of the same.
- (vi) Home page of remote E-voting will open. Click on remote E-voting - Active Voting cycles.
- (vii) Select Electronic Voting Event Number [EVEN] of Idea Cellular Limited.
- (viii) Now you are ready for remote E-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on Confirm when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through E-mail to umeshvedcs.office@airtelmail.in or shs@idea.adityabirla.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM (for Members whose E-mail IDs are not registered with the Company/Depository Participant or Members requesting physical copy)

- (i) Initial Password in the format given below is provided at the bottom of the Attendance Slip for the AGM.

EVEN (Electronic Voting Event Number)	User ID	Password/PIN

- (ii) Please follow all steps from Sr. No. (ii) to (xii) mentioned above in A, to cast your vote.

C. Other Instructions

- (i) In case of any queries, please refer to the Frequently Asked Questions (FAQs) for Members and the remote E-voting user manual for Members available at the down loads section of <http://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.
- (ii) You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- (iii) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, 22nd September, 2016.
- (iv) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e. Thursday, 22nd September, 2016, may obtain the Login ID and Password by sending a request at evoting@nsdl.co.in.
- (v) However, if you are already registered with NSDL for remote E-voting, then you can use your existing User ID and Password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- (vi) A Member may participate in the AGM even after exercising his right to vote through remote E-voting but shall not be allowed to vote again at the AGM.
- (vii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote E-voting, as well as voting at the AGM.
- (viii) Mr. Umesh Ved, proprietor of Umesh Ved & Associates, Practicing Company Secretaries (CP No. 2924) has been appointed as the Scrutinizer to scrutinize the remote E-voting process and voting at the AGM in a fair and transparent manner.
- (ix) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those Members who are present but have not cast their vote electronically using the remote E-voting facility.
- (x) The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting, there after unblock the votes cast through remote E-voting in the presence of at least two witnesses, not in employment of the Company, and shall not later than three days of the conclusion of the AGM, prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xi) The results declared along with the Scrutinizer's report shall be placed on the Company's website www.ideacellular.com and on the website of NSDL www.evoting.nsdl.com immediately after the result declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be available for inspection at the Registered Office of the Company.

By Order of the Board
For Idea Cellular Limited



Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date: August 25, 2016

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

The Board of Directors of your Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Sanjay Gupta & Associates, Cost Accountants as the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017. In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing the resolution as set out in Item no. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the ordinary resolution as set out in Item No. 6 of this Notice for your approval.

Item Nos. 7

Section 42 of the Companies Act, 2013 read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, requires any offer or invitation to subscribe to Securities on a private placement basis to be approved by the members by way of Special Resolution. However, in case of offer/issuance of Non-Convertible Debentures (NCDs), passing of a Special Resolution by the members for all such offers/ invitation for such NCDs, once in a year is sufficient.

In view of the aforesaid provisions and in order to augment resources, inter alia, for meeting the ongoing capital expenditure, long-term loan repayment, spectrum / license fee related payments and for general corporate purposes, the Company may offer or invite subscription for secured/unsecured Non-Convertible Securities, including but not limited to NCDs, in or more series/tranches on a private placement basis, upto an amount not exceeding ₹ 7,000 crore (Rupees Seven Thousand Crore only). The said limit of ₹ 7,000 Crore (Rupees Seven Thousand Crore only) shall be within the overall borrowing limit as approved by the Members at the Twentieth Annual General Meeting under Section 180(1)(c) of the Companies Act, 2013.

Accordingly, the approval of the Members is being sought by way of special resolution as set out at Item No. 7 of this Notice, authorising the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to issue Non-Convertible Securities, including but not limited to NCDs, up to an aggregate amount not exceeding ₹ 7,000 crores (Rupees Seven Thousand Crore only) on a private placement basis, at discount or at par or at premium and at such interest rate as may be appropriate considering the prevailing money market conditions at the time of the issuance of such securities.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the special resolution as set out at Item No. 7 of this Notice for your approval.

Item No. 8

Pursuant to Section 188 of the Companies Act, 2013 ('the Act'), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party Transactions entered into by the Company are at arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required.

The transaction(s) entered into by the Company, together with the transactions already entered with Indus Towers Limited (Indus), a Joint Venture of the subsidiary company, namely Aditya Birla Telecom Limited, qualifies to be a Material Related Party transaction under Listing Regulations.

The Company has existing arrangements with Indus Towers Limited (Indus), which is in the ordinary course of business and at arm's length basis. However, the value of transactions with Indus in respect of financial year 2015-16 and the estimated value of transaction from next financial year onwards is likely to exceed 10% of the annual consolidated turnover of the Company, based on the audited financial statements for year ended March 31, 2016. Indus is a joint venture of Aditya Birla Telecom Limited, a subsidiary of the Company, which is a 'Related Party' as per definition under Section 2(76) of the Companies Act, 2013.

Indus is currently the world's largest tower Company providing passive infrastructure services and related operations and maintenance services to various telecom operators in India, including your Company. Indus is a three way joint venture Company, promoted by Bharti Group, Vodafone Group and Aditya Birla Telecom Limited, to render passive infrastructure services to telecom service providers. Your Company had entered into a Master Service Agreement (MSA) with Indus in 2008 for availing passive infrastructure services provided by them in certain service areas. The MSA requires individual tenancy service contracts to be executed for each passive infrastructure site, the terms of which vary depending on the location, type of site, number of existing tenants, etc., and contain lock in periods for ensuring continuity. Such terms are similarly applicable to all other telecom providers having arrangements with Indus.

The particulars of the contract / arrangement with Indus are as under:

Particulars	Information
Name of the Related Party and Nature of Relationship	Indus Towers Limited (Indus) [Joint Venture (By agreement) of wholly owned subsidiary]
Nature of Contract	Master Service Agreement (MSA) for Passive Infrastructure services and related Operations & Maintenance services
Duration of Contract	The maximum term of each tenancy service contract executed for each passive infrastructure site under the MSA is 10 years, with either party having a right to terminate, subject to certain conditions.
Salient features of Contract	Passive Infrastructure services are provided by Indus mainly on co-sharing basis for each passive infrastructure site, after obtaining necessary approvals, which enables the Company to deploy active telecommunications equipment on sites for providing telecom services.
Date of Approval of the Board / Audit Committee	Audit Committee : April 28, 2016 Board Meeting : April 28, 2016
Value of Transaction for the year ended March 31, 2016	₹ 35,830 Mn
Estimated Value of Transactions	Estimated Value of Transactions of ₹ 50,000 Mn each financial year

Based on past trend, the transactions as described above are likely to exceed 10% of the Annual Consolidated Turnover as per last audited financial statements of the Company and may exceed the materiality threshold as prescribed under Regulation 23. Thus, these transactions would require the approval of the members by way of ordinary resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except Mr. Himanshu Kapania (Managing Director) and Mr. Akshaya Moondra (Whole Time Director and Chief Financial Officer), who are representatives of the Company on the Board of Indus and their relatives.

The Board commends the ordinary resolution as set out in Item No. 8 of this Notice for your approval.

Item Nos. 9 and 10

With an aim to broad-base the Board by co-opting experienced and expert professionals, and in order to elevate/ promote the desirable candidate, the Board of directors, based on the recommendation of Nomination and Remuneration Committee ("NRC Committee") and subject to the approval of the members of the Company, have appointed Mr. Akshaya Moondra, as an Additional Director designated as Whole Time Director and Chief Financial Officer of the Company for a period of 5 years with effect from 8th July, 2016 on the terms and conditions as set out in the resolution.

Mr. Akshaya Moondra, has been associated with Aditya Birla Group since 1986. He joined the Company as Chief Financial Officer in 2008, after spending two decades in various Aditya Birla Group companies in Thailand, including South East Pulp, Thai Rayon, Thai Epoxy and Thai Acrylic Fibre (TAF).

Mr. Moondra is a Chartered Accountant and a licentiate Company Secretary and has around 30 years of professional experience across various business in the Aditya Birla Group. He has also successfully completed Advance Management Programmes from Harvard Business School in 2014. Mr. Moondra has bagged the second place in the list of Best CFOs in the Telecommunication sector conducted by the Institutional Investor Magazine based on a survey conducted by them for Investor Relations in the Asian region in three successive years in 2011, 2012 and 2013.

Considering the background, competence and experience, the Board of Directors have on the recommendation of the NRC Committee, elevated and appointed Mr. Akshaya Moondra, Chief Financial Officer, as the Whole Time Director designated as the Whole Time Director and Chief Financial Officer of the Company for a period of 5 years with effect from 8th July, 2016 on the terms and conditions as set out in the resolution.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013, along with the requisite deposit from a Member specifying his intention to propose the appointment of Mr. Moondra as a Director on the Board of the Company.

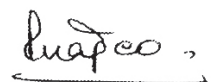
The Members are also informed that appointment of Mr. Akshaya Moondra as the Whole Time Director with effect from 8th July, 2016, was made at the then remuneration which he was drawing in his capacity as the Chief Financial Officer of the Company. In line with annual increments due for all the employees of the Company in the month of July, 2016, and pursuant to his performance appraisal being carried out and also considering elevation of Mr. Akshaya Moondra as the Whole Time Director & Chief Financial Officer of the Company, the Board of Directors have on the recommendation of the NRC Committee and subject to the approval of the members of the Company, approved revision in the various components of remuneration such as Basic Salary and Special Allowance, payable to Mr. Akshaya Moondra, as the Whole Time Director and Chief Financial Officer of the Company, with effect from 8th July, 2016. The Members may note that the Board had at its meeting held on August 8, 2016, approved revision in Basic Salary from ₹ 249,800/- to ₹ 279,783/- per month and in Special Allowance from ₹ 847,330/- to ₹ 902,549/- per month, including corresponding / consequential increase in other components linked to basic salary, with effect from 8th July, 2016, i.e. the date of appointment of Mr. Akshaya Moondra as Whole Time Director and Chief Financial Officer. The remuneration as approved by the Board of Directors and NRC Committee is more particularly set out in the resolution at Item No. 10 of this Notice.

The appointment, remuneration and other terms and conditions of Mr. Moondra's appointment as Whole Time Director and Chief Financial Officer as set out in the resolution at Item No. 10 is subject to your approval.

Mr. Akshaya Moondra is not related to any other Director and Key Managerial Personnel of the Company. Except Mr. Akshaya Moondra and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution(s).

The Board commends the ordinary resolution(s) as set out in Item No(s). 9 and 10 of this Notice for your approval.

By Order of the Board
For **Idea Cellular Limited**



Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date: August 25, 2016

Profile of Directors seeking appointment / re-appointment at the 21st Annual General Meeting pursuant to Secretarial Standards on General Meeting (SS-II) and Regulation 36(3) of the Listing Regulations:

Name of Director	Mr. Kumar Mangalam Birla	Mr. Sanjeev Aga	Mr. Akshaya Moondra
Director Identification Number (DIN)	00012813	00022065	02606784
Date of Birth / Age	June 14, 1967/ 49 years	February 1,1952/ 64 years	April 29,1963/ 53 years
Date of first Appointment	June 20, 2006	September 29, 2004	July 8,2016
Expertise in specific functional area	Industrialist	Wide experience in General Management	Vast experience in Finance and Business Management
Qualification	1. B.Com. 2. A.C.A. 3. M.B.A. (London Business School)	1. B.Sc. (Hons) in Physics. 2. M.B.A. from IIM, Kolkata	1. B.Com. 2. A.C.A. 3. Licentiate C.S.
Shareholding in the Company	233,333	2,35,000	1,30,500
Relationship with Other Director/KMPs	Mrs. Rajashree Birla (Mother)	None	None
No. of Board meetings held during the tenure and attended by the Director during FY 15-16	5 / 5	4 / 5	N.A.
List of outside Directorships held (Public Limited Companies)	1. Grasim Industries Ltd. 2. Aditya Birla Nuvo Ltd. 3. Hindalco Industries Ltd. 4. Birla Sun Life Asset Management Company Ltd. 5. Birla Sun Life Insurance Company Ltd. 6. UltraTech Cement Ltd. 7. Century Textiles and Industries Ltd. 8. Pilani Investment & Industries Corporation Ltd.	1. Subex Ltd. 2. Pidilite Industries Ltd. 3. Manjushree Technopack Ltd. 4. Mahindra Holidays and Resorts India Ltd. 5. Mahindra Logistics Ltd. 6. UFO Moviez Ltd.	1. Indus Towers Ltd. 2. Idea Mobile Commerce Services Ltd. 3. Idea Cellular Services Ltd. 4. Idea Cellular Infrastructure Services Ltd. 5. Aditya Birla Telecom Ltd. 6. Idea Telesystems Ltd. 7. Aditya Birla Idea Payments Bank Ltd.
Chairman/ Member of the Committee of the Board of Directors of the Company	1. Nomination and Remuneration Committee – Member	1. Stakeholder’s Relationship Committee – Member 2. Finance Committee – Member 3. Securities Allotment Committee – Member	None
Chairman/ Member of the Committee of Directors of other Public Limited Companies in which he/ she is a Director	None	1. Subex Ltd. – Member 2. Mahindra Holidays & Resorts India Ltd. – Member 3. Mahindra Logistics Ltd. – Member 4. UFO Moviez Ltd. – Chairman	1. Aditya Birla Telecom Ltd. – Member 2. Idea Cellular Services Ltd. – Member 3. Idea Cellular Infrastructure Services Ltd. – Member 4. Idea Telesystems Ltd. – Member 5. Idea Mobile Commerce Services Ltd. – Member
a) Audit Committee	None	1. Subex Ltd. – Member 2. Mahindra Holidays & Resorts India Ltd. – Member 3. Mahindra Logistics Ltd. – Member 4. UFO Moviez Ltd. – Chairman	1. Aditya Birla Telecom Ltd. – Member 2. Idea Cellular Services Ltd. – Member 3. Idea Cellular Infrastructure Services Ltd. – Member 4. Idea Telesystems Ltd. – Member 5. Idea Mobile Commerce Services Ltd. – Member
b) Stakeholders’ Relationship Committee	None	1. Subex Ltd. – Chairman 2. Pidilite Industries Ltd. – Chairman	None



IDEA CELLULAR LIMITED

CIN: L32100GJ1996PLC030976

Registered Office: Suman Tower, Plot No. 18, Sector – 11, Gandhinagar 382 011, Gujarat

E-mail: shs@idea.adityabirla.com, Website: www.ideacellular.com

Tel.: + 91-79-66714000, Fax : + 91-79-23232251

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

ANNUAL GENERAL MEETING - 29th September, 2016 at 12.30 P.M.

Name of the Member(s) :	
Registered address :	
E-mail ID :	
Folio No/DP ID Client ID :	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

- Name: _____
of E-mail ID _____
Address: _____
Signature: _____, or failing him / her
- Name: _____
of E-mail ID _____
Address: _____
Signature: _____, or failing him / her
- Name: _____
of E-mail ID _____
Address: _____
Signature: _____,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on Thursday, the 29th day of September, 2016 at 12:30 p.m. at Cambay Sapphire (Formerly Cambay Spa and Resort), Plot No. 22-24, Near GIDC, Opposite Hillwoods School, Sector-25, Gandhinagar – 382 044, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
1.	Adoption the Audited Financial Statements and Audited Consolidated Financial Statements for the financial year ended March 31, 2016, together with the Reports of the Board of Directors' and Auditors' thereon		
2.	Declaration of Dividend		
3.	Re-appointment of Mr. Kumar Mangalam Birla, Director retiring by rotation		
4.	Re-appointment of Mr. Sanjeev Aga, Director retiring by rotation		

Resolution No.	Resolutions	Optional*	
		For	Against
5.	To ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditors of the Company for FY 2016-17		
6.	Remuneration of Cost Auditors		
7.	Issue of Non-Convertible Securities on Private Placement Basis		
8.	Approval of material related party transactions with Indus Towers Limited		
9.	Appointment of Mr. Akshaya Moondra as a Director of the Company		
10.	Appointment of Mr. Akshaya Moondra as the Whole Time Director of the Company		

Signed this _____ day of _____ 2016.

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix Re.1/- Revenue Stamp

Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. A proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
- * It is optional to put a "X" in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the Resolutions, your Proxy will be entitled to vote in the manner as He/ She thinks appropriate.

FORM FOR UPDATION/REGISTRATION OF E-MAIL ADDRESS

Idea Cellular Limited
Suman Tower,
Plot No. 18, Sector - 11,
Gandhinagar 382 011, Gujarat

Sending of Notices, Annual Reports and Accounts & other documents through Electronic Mode

Dear Sirs,

I hereby update/register my e-mail address provided below for receiving the Notices, Annual Reports and Accounts and other documents from the Company through electronic mode:-

Email Address:

Name of the Sole /First Holder:

DP ID/Client ID/ Registered Folio No.:

Contact Nos.:

Mobile:

Landline:

.....
Signature of the Sole/First Holder

Date:

Notes:

- (1) The Notices, Annual Reports and Accounts and other documents are sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories.
- (2) This Form can also be downloaded from the Company's website www.ideacellular.com.

Route Map for Venue of Annual General Meeting





IDEA CELLULAR LIMITED

CIN: L32100GJ1996PLC030976

Registered Office: Suman Tower, Plot No. 18, Sector – 11, Gandhinagar - 382 011, Gujarat

Email: shs@idea.adityabirla.com Website: www.ideacellular.com

Tel: + 91-79-66714000 Fax: +91-79-23232251

ATTENDANCE SLIP

(to be handed over at the registration counter)

21st Annual General Meeting

Folio No. / DP ID and Client ID	:	
Name	:	
Address	:	
No. of Shares	:	

I / We hereby record my / our presence at the 21st Annual General Meeting of the Company on Thursday, 29th September, 2016 at 12.30 p.m. at Cambay Sapphire (Formerly Cambay Spa and Resort), Plot No. 22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar – 382 044, Gujarat.

First / Sole holder / Proxy

Second holder / Proxy

Third holder / Proxy

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password / PIN
104965		

Notes:

- The Company is pleased to offer the option of remote e-voting facility to the Members. The business, as set out in the Notice of the Annual General Meeting (AGM), may be transacted by remote e-voting. Members desiring to exercise remote e-voting option may refer to the detailed procedure on electronic voting provided in the Notice of the AGM.
- The e-voting period will commence on Monday, September 26, 2016 (9.00 A.M. IST) and will end on Wednesday, September 28, 2016 (5.00 P.M. IST).