



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 Twentieth Annual General Meeting of the Members of Idea Cellular Limited will be held on Monday, the 28th day of September, 2015 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, 2015 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, 2015.
3. To appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995), who retires by rotation, and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Dr. Shridhir Sariputta Hansa Wijayasuriya (DIN: 00363174), 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 with or without modification(s) 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, as amended from time to time, 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 Twentieth Annual General Meeting until the conclusion of the Twenty First Annual General Meeting of the Company to be held in calendar year 2016, be and is hereby ratified, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

6. Remuneration of Cost Auditors

To consider and if thought fit, to pass, with or without modification(s), 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, as amended from time to time, 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, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2015-16, be and is hereby ratified, confirmed and approved.”

7. Re-appointment of Mr. Himanshu Kapania as the Managing Director of the Company for a period of five years

To consider and, if thought fit, to pass, with or without modification(s), 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 to the re-appointment of Mr. Himanshu Kapania (DIN: 03387441) as the Managing Director of the Company for a period of five years commencing from April 1, 2016 on the terms and conditions, including remuneration, as set out hereunder, with further liberty to 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 re-appointment and remuneration of Mr. Himanshu Kapania in such manner 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 April 1, 2016 with liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

- (i) Basic Salary: ₹ 12,88,667/- (Rupees Twelve Lacs Eighty Eight Thousand Six Hundred and Sixty Seven only) per month with such increases as the Board may decide from time to time, subject however to a ceiling of ₹ 25,00,000/- (Rupees Twenty Five Lacs only) per month as Basic Salary.
- (ii) Special Allowance: ₹ 14,81,750/- (Rupees Fourteen Lacs Eighty One Thousand Seven Hundred and Fifty only) per month with such increment(s) as the Board may decide from time to time, subject however to a ceiling of ₹ 25,00,000/- (Rupees Twenty Five Lacs only) per month. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
- (iii) Variable 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 ₹ 7,00,00,000/- (Rupees Seven Crores only) per annum.
- (iv) Long-term Incentive Compensation/Employee Stock Options: As per the plan of the Company that may be decided by the Board/Committee of the Board/shareholders from time to time.

C. Perquisites

- (i) Housing: Free furnished accommodation or House Rent Allowance (HRA) @ 50% of Basic Salary in lieu of company provided accommodation.
- (ii) Reimbursement of expenses on actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation, as per company policy.
- (iii) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy.
- (iv) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- (v) Club fees: Fees of One Corporate Club in India.
- (vi) Cars: Company maintained two cars, as per Company policy.
- (vii) Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per policy of the company. Travelling expenses of spouse accompanying the Managing Director on any official overseas or inland trip will be governed as per policy of the Company.
- (viii) Leave and encashment of leave: As per the policy of the Company.
- (ix) Personal accident Insurance Premium: As per the policy of the Company.
- (x) Contribution towards Provident Fund and Superannuation Fund or Annuity Fund: As per the policy of the Company.

- (xi) Gratuity and /or contribution to the Gratuity Fund of Company: As per the policy of the Company.
 - (xii) 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 may from time to time decide.
 - (xiii) Any other one time / periodic retirement allowances / benefits as may be decided by the Board at the time of retirement / separation.
- D. Annual remuneration review is effective 1st July each year, as per policy of the Company.
 - E. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
 - F. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit(s) prescribed from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law.
 - G. Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid shall be paid to Mr. Himanshu Kapania in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.
 - H. The Nomination and Remuneration Committee will review and recommend the revision in remuneration payable to the Managing Director during the tenure of his appointment.
 - I. Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mr. Himanshu Kapania 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.
 - J. So long as Mr. Himanshu Kapania functions as the Managing Director 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 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 above resolution.”

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

To consider and, if thought fit, to pass, with or without modification(s), 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 laws and regulations including but not limited to the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Listing Agreement for Debt Securities, Foreign Exchange Management Act, 1999, (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 borrow from time to time, by issuance of Non-Convertible Securities, including but not limited to Non-Convertible Debentures (NCDs), secured or unsecured, in one or more series / Tranches aggregating up to an amount not exceeding ₹ 10,000 crores (Rupees Ten Thousand Crores only), on a private placement basis, during a period of one year from the conclusion of the twentieth Annual General Meeting, 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.”

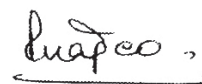
9. **Approval of material related party transactions with Indus Towers Limited**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special 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 Clause 49 (VII) of the Listing Agreement entered into with the Stock Exchanges (as amended from time to time) 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 Listing Agreement, 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.”

By Order of the Board
For Idea Cellular Limited



Pankaj Kapdeo
Company Secretary

Place: Mumbai

Date: August 25, 2015

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 9 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 Tuesday, the 22nd day of September, 2015 to Monday, the 28th day of September, 2015 (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, 2015, 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 21, 2015 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 21, 2015.
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 Clause 49 of the Listing Agreement 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 2014-15, 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' available on the website of the Company www.ideacellular.com.

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 2014-15 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 Clause 35B of the Listing Agreement, 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"). Members who do not have the access to remote E-voting facility may send their assent or dissent in writing in respect of the resolutions as set out in the Notice of AGM, by completing the Ballot Form (forming part of the Notice), so as to reach the Scrutinizer, Mr. Umesh Ved, proprietor of M/s. Umesh Ved & Associates, Practicing Company Secretaries not later than 5.00 p.m. on Sunday, September 27, 2015. Ballot Form received thereafter will be treated as invalid. Instructions for Ballot Form are given at the back of the said form and instructions for remote E-voting are given herein below.
 - (ii) The facility for voting through 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 or by Ballot form shall be able to exercise their right at the AGM.
 - (iii) The Members who have cast their vote by remote E-voting or by Ballot form 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 Friday, September 25, 2015 (9:00 a.m. IST) and ends on Sunday, September 27, 2015 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Monday, September 21, 2015, 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.nsd.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

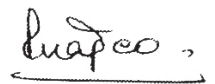
- (ii) Please follow all steps from Sr. No. (ii) to (xii) mentioned above in A, to cast your vote.

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. Monday, September 21, 2015.
- (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. Monday, September 21, 2015, 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.: 1800-222-900.
- (vi) A Member may participate in the AGM even after exercising his right to vote through remote E-voting or Ballot form 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, voting through Ballot form 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 (including the Ballot form received from the Member(s) who do not have access to the remote E-voting process) and voting at the AGM in a fair and transparent manner.
- (ix) Members who do not have access to remote E-voting facility may send duly completed Ballot form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Umesh Ved, proprietor of Umesh Ved & Associates, Practicing Company Secretaries not later than Sunday, September 27, 2015 (5:00 p.m.). Ballot form(s) received after this date will be treated as invalid.
- (x) A Member can opt for only one mode of voting. i.e. either through remote E-voting or by Ballot form. If a Member casts votes by both modes, then voting done through remote E-voting shall prevail and Ballot form shall be treated as invalid.
- (xi) At the AGM, at the end of discussion on these 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 or Ballot Form.
- (xii) The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and also votes cast through Ballot form, 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 make, 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 the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xiii) 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 Bombay Stock Exchange 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, 2015

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out the material facts concerning the special business to be transacted at the Annual General Meeting

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, 2016. 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, 2016.

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

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

Item No. 7

Mr. Himanshu Kapania was appointed as the Managing Director of the Company for a period of five years with effect from April 1, 2011. His current term of office as the Managing Director shall end on March 31, 2016.

The Nomination & Remuneration Committee of the Company at its meeting held on July 21, 2015, after taking into consideration the vast and valuable experience of Mr. Kapania and progress made by the company under his leadership recommended his re-appointment as the Managing Director of the Company for a further period of five years. The Board of Directors of your Company have subject to the approval of the shareholders, re-appointed Mr. Himanshu Kapania as the Managing Director of the Company with effect from April 1, 2016, for a further period of five years, on the remuneration, terms and conditions as set out in the resolution.

Mr. Himanshu Kapania holds a Bachelor's degree in Engineering from the Birla Institute of Technology, Mesra, and has also done Post Graduate Diploma in Management (Marketing) from IIM, Bangalore. Mr. Kapania aged 54 years, was appointed as the Managing Director of the Company with effect from April 1, 2011 for a period of 5 years. Mr. Kapania has over 30 years of work experience and is a telecom veteran. He spearheaded the Company to be one of the top 3 telecom players in the Industry. Under his leadership, the Company has grown the fastest in the world's fastest growing mobile phone services market. Considering the background, competence, experience and above all the significant progress made by the Company under his leadership, the Board of Directors have re-appointed Mr. Himanshu Kapania as the Managing Director of the Company for a period of 5 years with effect from April 1, 2016, on the terms and conditions as set out in the resolution.

Members may note that under the current term of Mr. Kapania, which is valid upto March 31, 2016, he is entitled for revision in his existing remuneration effective from July 1, 2015. The said revision in the remuneration will be within the limits of the remuneration as approved by the members at the Extraordinary General Meeting held on December 26, 2013.

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

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

Item No. 8

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 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 ₹ 10,000 crore (Rupees Ten Thousand Crore only). The said limit of ₹ 10,000 Crore (Rupees Ten Thousand Crore only) shall be within the overall borrowing limit as approved by the Members at the nineteenth 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. 8 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 ₹ 10,000 crores (Rupees Ten 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.

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

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.

Item No. 9

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 special resolution, in case certain Related Party Transactions 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 Clause 49 (VII) of the Listing Agreement entered into with the Stock Exchanges, approval of the members through special 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. All such transactions have approval of the Audit Committee and the Board, 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 as per Clause 49(VII) of the Listing Agreement entered into with Stock Exchange(s).

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 2014-15 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, 2015. 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 and Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

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:

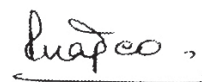
Particulars	Information
Name of the Related Party and Nature of Relationship	Indus Towers Limited (Indus) [Joint Venture (By agreement) of wholly owned subsidiary]
Nature of Contract	Master Service Agreement (MSA) for Passive Infrastructure services and related Operations & Maintenance services
Duration 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.
Justification for entering into such contract	Passive infrastructure services are essential for deployment of active telecommunications equipment at the sites. Indus is currently the country's largest tower Company providing passive infrastructure services and related operations and maintenance services at competitive rates to various telecommunications operators and meets the business requirements of your company in rollout speeds given its presence in majority of the telecom service areas.
Date of Approval of the Board / Audit	Audit Committee March 31, 2015 Board Meeting April 28, 2015
Value of Transaction for the year ended March 31, 2015	₹ 32,749 Mn
Estimated Value of Transactions	Estimated Value of Transactions of ₹ 42,000 Mn each financial year

In terms of the said provisions of Clause 49, 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 Clause 49. Thus, in terms of Clause 49, these transactions would require the approval of the members by way of special resolution.

The Board commends the special resolution as set out in Item No. 9 of this Notice for your approval.

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 (Chief Financial Officer), who are representatives of the Company on the Board of Indus and their relatives.

By Order of the Board
For Idea Cellular Limited



Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date: August 25, 2015

Disclosure relating to Directors pursuant to Clause 49 of the Listing Agreement and Secretarial Standards on General Meeting:

Name of Director	Mrs. Rajashree Birla	Dr. Shridhir Sariputta Hansa Wijayasuriya	Mr. Himanshu Kapania
Date of Birth/Age	September 15, 1945/69 years	April 02, 1968/47 years	April 23, 1961/ 54 years
Date of First Appointment	June 20, 2006	January 29, 2013	April 1, 2011
Expertise in specific General Functional area	Industrialist	Wide experience in Telecom Industry and Business Management	Vast experience in Telecom Industry and General Management
Qualification	Bachelor of Arts	1. M.A. from University of Cambridge (UK) 2. M.B.A. University of Warwick (UK) 3. Ph.D. from University of Bristol (UK) 4. Chartered Engineer (UK)	1. B. Tech in Electrical Engineering from Birla Institute of Technology, Mesra 2. PGDBM (Marketing) from IIM, Bangalore
Shareholding in the Company	NIL	NIL	2,84,375
No. of Board meetings attended during FY 2014-15	4	5	7
List of outside Directorships held (Public Limited Companies)	1. Grasim Industries Ltd. 2. Aditya Birla Nuvo Ltd. 3. Hindalco Industries Ltd. 4. Aditya Birla Health Services Ltd. 5. Ultra Tech Cement Ltd.	None	1. Aditya Birla Telecom Ltd. 2. Idea Telesystems Ltd. 3. Idea Cellular Services Ltd. 4. Idea Cellular Infrastructure Services Ltd. 5. Indus Towers Ltd. 6. Idea Mobile Commerce Services Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	None	Audit Committee- Member	Stakeholders' Relationship Committee- Member
Chairman/Member of the Committee of Directors of other Public Limited Companies in which he/she is a Director	None	None	Idea Mobile Commerce Services Ltd. - Member
a) Audit Committee	None	None	None
b) Stakeholders' Relationship Committee	None	None	None

Note: Pursuant to Clause 49 of the Listing Agreement, only two committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.



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

ANNUAL GENERAL MEETING - 28th September, 2015 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 20th Annual General Meeting of the Company, to be held on Monday, the 28th day of September, 2015 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 of the Audited Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended March 31, 2015 together with the Reports of the Board of Directors' and Auditors' thereon		
2.	Declaration of Dividend		
3.	Re-appointment of Mrs. Rajashree Birla, Director retiring by rotation		
4.	Re-appointment of Dr. Shridhir Sariputta Hansa Wijayasuriya, Director retiring by rotation		

Resolution No.	Resolutions	Optional*	
		For	Against
5.	To ratify appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company for FY 2014-15		
6.	Remuneration of Cost Auditors		
7.	Re-appointment of Mr. Himanshu Kapania as the Managing Director of the Company for a further period of five years		
8.	Issue of Non-convertible Securities on Private Placement Basis		
9.	Approval of material related party transactions with Indus Towers Limited		

Signed this _____ day of _____ 2015.

Affix Re.1/- Revenue Stamp

Signature of shareholder: _____

Signature of Proxy holder(s): _____

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.



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

ANNUAL GENERAL MEETING - 28TH SEPTEMBER, 2015 AT 12:30 PM

BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Name(s) of the First Named Shareholder (In Block Letters)

Postal Address:

Registered Folio No. /D.P ID and Client ID :

Number of Equity Shares held :

I/ We hereby exercise my/our vote in respect of the following resolution(s) to be passed at the Twentieth Annual General Meeting of the Company, to be held on Monday, the 28th day of September, 2015 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, in respect of businesses as stated in the Notice dated August 25, 2015 by conveying my/our assent/dissent to the said resolutions(s) by placing the tick (✓) mark at the box against the respective matters:

Item No.	Resolutions	No. of Equity Shares Held	I/We assent the resolution (FOR)	I/We dissent the resolution (AGAINST)
1.	Adoption of the Audited Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended March 31, 2015 together with the Reports of the Board of Directors' and Auditors' thereon			
2.	Declaration of Dividend			
3.	Re-appointment of Mrs. Rajashree Birla, Director retiring by rotation			
4.	Re-appointment of Dr. Shridhir Sariputta Hansa Wijayasuriya, Director retiring by rotation			
5.	To ratify appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as statutory auditors of the Company for FY 2015-16			
6.	Remuneration of Cost Auditors			
7.	Re-appointment of Mr. Himanshu Kapania as the Managing Director of the Company for a period of five years			
8.	Issue of Non-convertible Securities on Private Placement Basis			
9.	Approval of material related party transactions with Indus Towers Limited			

Place : _____

Date : _____

Signature of the Member/ Beneficial Owner

INSTRUCTIONS FOR FILLING THE BALLOT FORM

1. A member desiring to vote by ballot form may complete this ballot form and send it to the Scrutinizer, appointed by the Company viz: Mr. Umesh Ved, proprietor of M/s. Umesh Ved & Associates, Practicing Company Secretaries, at 304, Shoppers Plaza - V, Opp. Municipal Market, C.G. Road, Navrangpura, Ahmedabad - 380 009.
2. In case of companies, trusts, societies etc the duly completed ballot form should be accompanied by a certified true copy of Board Resolution/Authority.
3. Unsigned Ballot Forms will be rejected.
4. A Member need not cast all the votes in the same way.
5. Duly completed Ballot Form should reach the Scrutiniser not later than 5.00 p.m. on Sunday, September 27, 2015 at the address mentioned in point no. 1 above.
6. The Scrutinizer's decision on the validity of Ballot Form will be final.

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 for the 20th Annual General Meeting (to be handed over at the registration counter)

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

I/We hereby record my / our presence at the 20th Annual General Meeting of the Company on Monday, 28th September, 2015 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

Notes:

1. 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.
2. The e-voting period will commence on Friday, September 25, 2015 (9:00 A.M. IST) and will end on Sunday, September 27, 2015 (5:00 P.M. IST).