



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

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**FORM NO. MGT-13**

**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to section 108 & 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
**Idea Cellular Limited**  
Suman Tower,  
Plot No. 18, Sector – 11,  
Gandhinagar – 382 011  
Gujarat

**Re: Twentieth Annual General Meeting of Idea Cellular Limited held on Monday, the 28<sup>th</sup> September, 2015 at 12:30 p.m. at Cambay Sapphire (Formerly Cambay Spa and Resort), Plot No. X-22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar – 382 044, Gujarat**

Dear Sir,

I, Umesh Ved, Proprietor of M/s. Umesh Ved & Associates, Company Secretaries, Ahmedabad, was appointed as Scrutinizer for the purpose of scrutinizing 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 Annual General Meeting ("AGM") pursuant to Section 108 & 109 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014, as amended on the resolutions contained in the Notice to the 20<sup>th</sup> AGM of the Members of "Idea Cellular Limited" (the Company) held on Monday, the 28<sup>th</sup> September, 2015 at 12.30 p.m. Cambay Sapphire (Formerly Cambay Spa and Resort), Plot No. X-22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar – 382 044, Gujarat.

My responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer's Report of the vote cast "in favour" or "against" the resolution(s) based on the reports generated from the Remote e-voting system provided by the National Securities Depository Limited ("NSDL") (the Agency/ service provider) and the Electronic Voting at the AGM and the ballot papers sent alongwith the Notice dated August 25, 2015.

I submit my report as under:

1. The shareholders of the Company holding shares as on the "cut-off" date 21<sup>st</sup> September, 2015, were entitled to vote on the proposed resolutions as set out in item nos. 1 to 9 in the Notice of the 20<sup>th</sup> AGM of Idea Cellular Limited.



2. The facility provided for Remote E-Voting commenced from 9.00 A.M. on Friday, the 25<sup>th</sup> September, 2015 and ended on 5.00 P.M. on Sunday, the 27<sup>th</sup> September, 2015. The NSDL Remote E –voting facility was blocked thereafter.
3. In addition to Remote E-voting, the Company had sent to the shareholders ballot form in physical mode along with the notice of the AGM to facilitate those members who did not have access to Remote E-voting facility to cast their votes by giving their assent or dissent in respect of the resolutions as set out in the Notice of the AGM dated 25<sup>th</sup> August, 2015. The last date of receipt of the physical ballot forms was on or before Sunday, September 27, 2015 not later than 5:00 PM.. No Ballot Forms were received.
4. At the venue of the AGM the facility to vote electronically was provided to facilitate those members present at the AGM who could not participate either through Remote E-voting or voting through Ballot Form sent along with the Notice, to record their votes. After counting of the votes conducted at the venue of the AGM through electronic means process, the votes cast through Remote E- voting were unblocked by me in the presence of two witnesses, namely, Ms. Vinita Udhani and Ms. Neha Doshi who are not in employment of the company.
5. The voting done through Remote E-voting and Electronic voting at the meeting were reconciled with the records maintained by the RTA and the authorizations / proxies lodged with the Company.
6. The result of the Remote e-voting as well as Electronic voting at the AGM is as under:

Voting Pattern of Remote E-voting						
Particulars	Votes in favour of resolution	No. of Shares in favour	% of shares in favour	Votes against The resolution	No. of Shares Against	% of shares against
Ordinary Resolution for adoption of Audited financial statements for the year ended 31 <sup>st</sup> March, 2015 and the Reports of the Board of Directors and the Auditors thereon	679	2494340268	99.99%	8	1946	0.00%
Ordinary Resolution to declare dividend on Equity Shares of the Company for the financial year ended on 31 <sup>st</sup> March, 2015	691	2508592689	99.99%	2	359	0.00%
Ordinary Resolution to appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995), who retires by rotation, and being eligible, offers herself for re-appointment	377	2130429488	85.02%	313	375264432	14.98%
Ordinary Resolution to appoint a Director in place	380	2170444917	86.62%	303	335248153	13.38%



of Dr. Shridhir Sariputta Hansa Wijayasuriya (DIN: 00363174), who retires by rotation, and being eligible, offers herself for re-appointment						
<b>Ordinary Resolution</b> to ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors and to fix their remuneration.	656	2490604995	99.38%	22	15450819	0.62%
<b>Ordinary Resolution</b> to approve the remuneration of Cost auditor for the financial year ending March 31, 2016	670	2507641720	99.96%	20	952058	0.04%
<b>Ordinary Resolution</b> to re-appoint Mr. Himanshu Kapania as the Managing Director of the Company for a period of 5 years.	408	2216913170	88.47%	277	288780094	11.53%
<b>Special Resolution</b> for issue of Non-Convertible Securities on Private Placement Basis.	645	2507723169	99.98%	46	460889	0.02%
<b>Special Resolution</b> for approval of material related party transactions with Indus Towers Limited	667	2508362563	99.99%	19	3169	0.00%

Voting Pattern of Electronic Voting at AGM						
Particulars	Votes in favour of resolution	No. of Shares in favour	% of shares in favour	Votes against The resolution	No. of Shares Against	% of shares against
<b>Ordinary Resolution</b> for adoption of Audited financial statements for the year ended 31 <sup>st</sup> March, 2015 and the Reports of the Board of Directors and the Auditors thereon	82	712966364	99.99%	1	2	0.00%
<b>Ordinary Resolution</b> to declare dividend on Equity Shares of the Company for the financial year ended on 31 <sup>st</sup> March, 2015	76	712965394	99.99%	1	200	0.00%
<b>Ordinary Resolution</b> to appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995), who retires by rotation, and being eligible,	77	712965594	100.00%	0	0	0





offers herself for re - appointment						
<b>Ordinary Resolution</b> to appoint a Director in place of Dr. Shridhir Sariputta Hansa Wijayasuriya (DIN: 00363174), who retires by rotation, and being eligible, offers herself for re -appointment	77	712965594	100.00%	0	0	0
<b>Ordinary Resolution</b> to ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors and to fix their remuneration.	77	712965594	100.00%	0	0	0
<b>Ordinary Resolution</b> to approve the remuneration of Cost auditor for the financial year ending March 31, 2016	77	712965594	100.00%	0	0	0
<b>Ordinary Resolution</b> to re-appoint Mr. Himanshu Kapania as the Managing Director of the Company for a period of 5 years.	77	712965594	100.00%	0	0	0
<b>Special Resolution</b> for issue of Non-Convertible Securities on Private Placement Basis.	77	712965594	100.00%	0	0	0
<b>Special Resolution</b> for approval of material related party transactions with Indus Towers Limited	77	712965594	100.00%	0	0	0

Combined Summary						
Particulars	Votes in favour of resolution	No. of Shares in favour	% of shares in favour	Votes against The resolution	No. of Shares Against	% of shares against
<b>Ordinary Resolution</b> for adoption of Audited financial statements for the year ended 31 <sup>st</sup> March, 2015 and the Reports of the Board of Directors and the Auditors thereon	761	3207306632	99.99%	9	1948	0.00%
<b>Ordinary Resolution</b> to declare dividend on Equity Shares of the Company for the financial year ended on 31 <sup>st</sup> March, 2015	767	3221558083	99.99%	3	559	0.00%
<b>Ordinary Resolution</b> to appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995), who retires by rotation, and being eligible, offers herself for re -	454	2843395082	88.34%	313	375264432	11.66%



appointment						
<b>Ordinary Resolution</b> to appoint a Director in place of Dr. Shridhir Sariputta Hansa Wijayasuriya (DIN: 00363174), who retires by rotation, and being eligible, offers herself for re-appointment	457	2883410511	89.58%	303	335248153	10.42%
<b>Ordinary Resolution</b> to ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors and to fix their remuneration.	733	3203570589	99.52%	22	15450819	0.48%
<b>Ordinary Resolution</b> to approve the remuneration of Cost auditor for the financial year ending March 31, 2016	747	3220607314	99.97%	20	952058	0.03%
<b>Ordinary Resolution</b> to re-appoint Mr. Himanshu Kapania as the Managing Director of the Company for a period of 5 years.	485	2929878764	91.03%	277	288780094	8.97%
<b>Special Resolution</b> for issue of Non-Convertible Securities on Private Placement Basis.	722	3220688763	99.99%	46	460889	0.01%
<b>Special Resolution</b> for approval of material related party transactions with Indus Towers Limited	744	3221328157	99.99%	19	3169	0.00%

7. All the resolutions mentioned in the AGM Notice as per details above accordingly stand passed with requisite majority.
8. The Electronic data and all other relevant records relating to Remote e-voting and electronic voting conducted at the AGM is under my safe custody and all will be handled over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of AGM..

Thanking You,

Yours faithfully,

*Umesh H. Ved*

Umesh Ved  
FCS : 4411  
CP : 2924



Date: 28<sup>th</sup> September, 2015

Place: Ahmedabad