



IDEA CELLULAR LIMITED

CIN: L32100GJ1996PLC030976

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

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NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of Idea Cellular Limited will be held on Tuesday, the 30th day of January, 2018 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 special business:

Item No. 1

Issue of Equity Shares on Preferential Basis

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

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules thereunder (**“Act”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**“ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, and any other applicable statutes, rules, regulations, circulars, notifications, clarifications and guidelines promulgated or issued from time to time by the Government of India, the Securities and Exchange Board of India, the Reserve Bank of India, the Ministry of Corporate Affairs, other regulatory authorities and the Stock Exchanges, including the enabling provisions of the uniform listing agreement entered into by the Company with the stock exchanges on which the Company’s Equity Shares are listed (the **“Stock Exchanges”**) and subject to all necessary approvals, consents, permissions and/or sanctions of the Government of India, any other statutory or regulatory authorities under applicable laws, consent of the Company be and is hereby accorded for the issuance and allotment on a preferential basis of up to 32,66,33,165 Equity Shares having a face value of ₹ 10/- each to Birla TMT Holdings Private Limited and / or Elaine Investments Pte. Ltd., Singapore and / or Oriana Investments Pte. Ltd., Singapore and / or Surya Kiran Investments Pte. Ltd., Singapore at a price of ₹ 99.50 (Rupees Ninety Nine and Paise Fifty) per share including a premium of ₹ 89.50 (Rupees Eighty Nine and Paise Fifty) per share aggregating upto ₹ 3,250 crore (Rupees Three Thousand Two Hundred and Fifty crore).

RESOLVED FURTHER THAT in accordance with the provisions of the ICDR Regulations, the *‘relevant date’* for the purpose of determination of the price to be issued and allotted as above shall be Friday, 29th December, 2017.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The Equity Shares to be allotted to each proposed allottee shall be subject to lock-in for such period as may be prescribed by the ICDR Regulations;
- The Equity Shares shall be allotted within a period of 15 days from the date of passing this resolution provided that where the allotment of the Equity Shares is pending on account of delay of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval; and
- Allotment shall only be made in dematerialised form.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the names of the proposed allottees be recorded for the issue of invitation to subscribe to the Equity Shares and the Board of Directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers

including the powers conferred by this resolution) be and is hereby authorised to issue a private placement offer letter in Form PAS-4 together with an application form to the proposed allottees inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be listed on the Stock Exchanges on which the existing Equity Shares of the Company are listed and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend.

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorised to decide and approve terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions, including size of the issue as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions and for the purpose of issue and allotment of the Equity Shares and listing thereof with the stock exchanges, the Board be and is hereby authorised to take all steps and to perform and execute all such acts, matters, deeds and things as they may consider necessary, expedient, usual or proper including appointing advisors, consultants, valuers, accountants, auditors, attorneys, advocates, consultant firms or any other agencies, execute the necessary documents and enter into contracts, arrangements, agreements, documents, filing such forms with and providing such information to Governmental Authorities, making such disclosures to the stock exchanges and issuing advertisements and announcements, affixing the common seal of the company in accordance with the Articles of Association of the Company on such documents and papers, approving all expenses and payments in relation to the foregoing and furnishing certified true copies of this resolution, as may be required or they deem necessary to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

Item No. 2

Issue of Equity Shares by way of Qualified Institutions Placement

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

"RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules thereunder ("**Act**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, and any other applicable statutes, rules, regulations, circulars, notifications, clarifications and guidelines promulgated or issued from time to time by the Government of India, the Securities and Exchange Board of India, the Reserve Bank of India, the Ministry of Corporate Affairs, other regulatory authorities and the Stock Exchanges, including the enabling provisions of the uniform listing agreement entered into by the Company with the stock exchanges on which the Company's Equity Shares are listed (the "**Stock Exchanges**") and subject to all necessary approvals, consents, permissions and/or sanctions of the Government of India, any other statutory or regulatory authorities under applicable laws, consent 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 thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to offer, issue and allot Equity Shares of the Company having a face value of ₹ 10/- (Rupees Ten) each in one or more tranches, by way of Qualified Institutions Placement ("**QIP**") to Qualified Institutional Buyers ("**QIBs**") in terms of Chapter VIII of the ICDR Regulations for an aggregate amount not exceeding ₹ 3,500 crore (Rupees Three Thousand Five Hundred crore) at such time or times, to such categories of QIBs, and at such price (as may be permitted under applicable laws) as may be deemed appropriate by the Board at its absolute discretion considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead managers and / or underwriters and / or other advisors appointed and / or to be appointed by the Company (the "**Issue**").

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be listed on the Stock Exchanges on which the existing Equity Shares of the Company are listed and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend.

RESOLVED FURTHER THAT if any issue of Equity Shares is made by way of a QIP in terms of Chapter VIII of the ICDR Regulations, the allotment of the Equity Shares shall be completed within 12 months from the date of this resolution or such other time as may be allowed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT any issue of Equity Shares made by way of a QIP in terms of Chapter VIII of the ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations ("**QIP Floor Price**"). The Company may also offer a discount as permitted under applicable law on the QIP Floor Price.

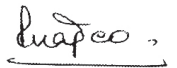
RESOLVED FURTHER THAT in the event that Equity Shares are issued to QIBs by way of a QIP in terms of Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the QIP, including the finalisation and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalisation of the dates and timing of the Issue, identification and class of the investors to whom the Equity Shares are to be offered, determining the Issue price, face value, premium amount on issue of the Equity Shares, if any, and all other terms and conditions of the Equity Shares, offer and allotment of the Equity Shares, execution of various transaction documents, utilisation of the Issue proceeds and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise with regard to such Issue without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

**By order of the Board of Directors
For Idea Cellular Limited**



**Pankaj Kapdeo
Company Secretary**

Place: Mumbai

Date : 4th January, 2018

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

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.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the Meeting. A Proxy form is annexed with this Notice. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business(s) to be transacted at the meeting is annexed hereto.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. All documents referred to in the accompanying notice and the statement shall be open for inspection at the Registered Office of the Company during normal business hours from 11 am to 1 pm on all working days, up to and including the date of the Extraordinary General Meeting of the Company and will also be available for inspection at the meeting.
5. Members/Proxies are requested to bring their duly filled attendance slip sent herewith at the meeting.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form or transferees of Physical Shares must furnish their self-attested copy of the PAN card to the Company/ Registrar and Share Transfer Agents of the Company.
7. Members are requested to:
 - a) intimate any change in their addresses/mandates and address all their queries relating to shares of the Company to the Registrar and Share Transfer Agents i.e. Bigshare Services Pvt. Ltd., for shares held in physical form.
 - b) quote Client ID and DP ID in respect of shares held in dematerialized form and ledger folio number in respect of shares held in physical form in all the correspondence.
 - c) make nomination in respect of the shares held in physical form in the Company. The Nomination Form as prescribed by the Ministry of Corporate Affairs can be obtained from the Registrar and Share Transfer Agents of the Company. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.
8. 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 Extraordinary General Meeting ("EGM") 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 EGM ("remote E-voting").
 - (ii) The facility for voting through electronic voting system or polling paper shall be made available at the EGM and the Members attending the EGM who have not cast their vote by remote E-voting shall be able to exercise their right at the EGM.
 - (iii) The Members who have cast their vote by remote E-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
 - (iv) The remote E-voting period commences on Saturday, January 27, 2018 (9.00 a.m. IST) and ends on Monday, January 29, 2018 (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. Tuesday, January 23, 2018, 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 EGM (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 EGM.

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 download 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. Tuesday, January 23, 2018.
- (iv) Any person, who acquires shares of the Company and becomes a Member of the Company after 'dispatch of the notice of EGM and holding shares as of the cut-off date i.e. Tuesday, January 23, 2018, 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 EGM even after exercising his right to vote through remote E-voting but shall not be allowed to vote again at the EGM.
- (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 EGM.
- (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 EGM in a fair and transparent manner.
- (ix) At the EGM, at the end of discussion on the resolution 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 EGM, first count the votes cast at the meeting, thereafter 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 48 hours of the conclusion of the EGM, 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.
- (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 is 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the items of business of the accompanying notice dated January 4, 2018.

Item No. 1

Issue of Equity Shares on Preferential Basis

The Company proposes to make a preferential issue of Equity Shares to:

- (i) Birla TMT Holdings Private Limited; and/or
- (ii) Elaine Investments Pte. Ltd., Singapore; and/or
- (iii) Oriana Investments Pte. Ltd., Singapore; and/or
- (iv) Surya Kiran Investments Pte. Ltd., Singapore (together the **Proposed Allottees**).

The Board of Directors of the Company has approved such preferential issue at its meeting held on January 4, 2018.

Approval of the members by way of special resolution is required inter-alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (together "**the Act**") as well as the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**"), as amended from time to time.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the issue and allotment of up to 32,66,33,165 Equity Shares having a face value of ₹ 10/- (Rupees Ten) each for a price of ₹ 99.50 (Rupees Ninety Nine and Paise Fifty) each [including premium of ₹ 89.50 (Rupees Eighty Nine and Paise Fifty) aggregating to ₹ 3,250 crore (Rupees Three Thousand Two Hundred and Fifty crore) on a preferential basis to the Proposed Allottees.

The Proposed Allottees have represented that they have not sold any Equity Shares of the Company during the 6 months preceding the Relevant Date (as defined later).

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter VII of the ICDR Regulations and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, are set out below:

(i) Objects of the Issue

As the members are aware, the telecom sector in India is both capital intensive and is today facing intense competition requiring significant investments and funding for the same. Accordingly, the Company is proposing to make preferential issue. The proceeds of the preferential issue will be used, at the discretion of the Board of Directors, for general corporate purposes including for servicing of debt and capital expenditure.

(ii) Total number of securities to be issued

The resolution set out in the accompanying notice authorises the Board to issue upto 32,66,33,165 Equity Shares having a face value of ₹ 10/- (Rupees ten) each at an issue price of ₹ 99.50 (Rupees Ninety Nine and Paise Fifty) per Equity Share, aggregating upto ₹ 3,250 Crore.

(iii) Issue pricee

Regulation 76 of the ICDR Regulations prescribes the minimum price at which a preferential issue may be made. The auditors of the Company have certified that the minimum price at which the proposed preferential issue may be made (as determined in accordance with Regulation 76(1) of the ICDR Regulations) is ₹ 99.48 (Rupees Ninety Nine and paise Forty Eight) per equity share.

The Board has decided that the proposed preferential issue shall be made at a price of ₹ 99.50 (Rupees Ninety Nine and paise Fifty) per equity share including a premium of ₹ 89.50 (Rupees Eighty Nine and paise Fifty) per equity share.

(iv) Relevant date

As per the ICDR Regulations, the '*Relevant Date*' for determination of the price per equity share is December 29, 2017.

(v) Intention of the promoters / directors / key managerial personnel of the Company to subscribe to the offer

The preferential issue is being made to Promoter / Promoter Group viz. Birla TMT Holdings Private Limited and / or Elaine Investments Pte. Ltd., Singapore and / or Oriana Investments Pte. Ltd., Singapore and / or Surya Kiran Investments Pte. Ltd., Singapore and they intend to subscribe to the offer.

(vi) Proposed time within which the allotment shall be completed

The issue and allotment of Equity Shares to the Proposed Allottees will be completed no later than 15 days from the date of passing of this special resolution provided that where the allotment of the Equity Shares is pending on account of delay of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

- (vii) The names of the Proposed Allottees, Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately controls the Proposed Allottees

Sr. No.	Details of Proposed Allottee	Category	Pre Issue % Holding	No. of Equity Shares proposed to be allotted	Post Issue % Holding	Name of Ultimate Beneficial Owner of the Proposed Allottees
1.	Birla TMT Holdings Private Limited	Promoter / Promoter group	7.86%	Upto 32,66,33,165 Equity Shares of face value of ₹ 10/- each	15.51%	Mr. Kumar Mangalam Birla and family are the ultimate beneficial owner and / or who ultimately own / control the proposed allottees.
2.	Elaine Investments Pte. Ltd., Singapore					
3.	Oriana Investments Pte. Ltd., Singapore					
4.	Surya Kiran Investments Pte. Ltd., Singapore					

Consequent to the preferential issue, the Proposed Allottees will together hold 15.51% of the post-issue share capital of the Company.

- (viii) Change in control, if any, in the Company that would occur consequent to the preferential issue

There will be no change in control or management of the Company as a consequence of the preferential issue.

- (ix) The pre and post-issue shareholding pattern of the Company

Sl. No.	Category	Pre- Preferential Issue Shareholding*		Post-Preferential Issue Shareholding (Proposed)	
		Total number of shares	%	Total number of shares	%
(A)	Promoters' Shareholding				
1	Promoters	1,528,847,547	42.38	1,855,480,712	47.16
	Total Promoters' Shareholding (A)	1,528,847,547	42.38	1,855,480,712	47.16
(B)	Public Shareholding				
1	Institutions				
(a)	Mutual Funds	93,114,227	2.58	93,114,227	2.37
(b)	Insurance Companies	189,858,223	5.26	189,858,223	4.83
(c)	Financial Institutions/ Banks	4,396,788	0.12	4,396,788	0.11
(d)	Venture Capital Funds	1,000,000	0.03	1,000,000	0.02
(e)	Alternate Investment Fund	3,612,910	0.10	3,612,910	0.09
(f)	Foreign Portfolio Investors	982,231,047	27.23	982,231,047	24.97
	Sub-Total (B)(1)	1,274,213,195	35.32	1,274,213,195	32.39
2	Non-Institutions				
(a)	Bodies Corporate	5,915,083	0.16	5,915,083	0.15
(b)	Public	69,086,145	1.92	69,086,145	1.75
(c)	Foreign Corporate Bodies	712,000,543	19.74	712,000,543	18.10
(d)	Non Resident Indians	2,672,477	0.07	2,672,477	0.07
(e)	Clearing Members	8,987,795	0.25	8,987,795	0.23
(f)	Others	5,776,252	0.16	5,776,252	0.15
	Sub-Total (B)(2)	804,438,295	22.30	804,438,295	20.45
	Total Public Shareholding(B)= (B)(1)+(B)(2)	2,078,651,490	57.62	2,078,651,490	52.84
	TOTAL (A)+(B)	3,607,499,037	100.00	3,934,132,202	100.00

*As on December 30, 2017

- (x) Lock-in period

The proposed allotment of the equity shares, shall be subject to a lock-in period in accordance with the applicable provisions of ICDR Regulations.

(xi) The Company hereby undertakes that:

- a. It would re-compute the price of the Equity Shares specified above in terms of the provisions of the ICDR Regulations if it is required to do so;
- b. If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottee.

(xii) Auditor's Certificate

The certificate from M/s S.R. Batliboi & Associates LLP, Chartered Accountants, the statutory auditors of the Company, certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations shall be placed before the Extraordinary general meeting of the shareholders.

Other than Mr. Kumar Mangalam Birla and Mrs. Rajashree Birla, (being associated with the Promoter / Promoter Group Companies) none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

The Board accordingly commends the special resolution as set out in Item No. 1 of this Notice for your approval.

Item No. 2

Issue of Equity Shares by way of Qualified Institutions Placement

As mentioned under item no. 2 above, the Company requires additional funds to augment its long term resources. At its meeting of 4th January, 2018, the Board of Directors of the Company have, in addition to sanctioning a preferential issue of ₹ 3,250 crore (Rupees Three Thousand Two Hundred & Fifty crore), approved the constitution of a committee for the purposes of determining and evaluating potential routes for raising further capital of the Company up to an aggregate amount of ₹ 3,500 crore (Rupees Three Thousand Five Hundred crore) including by way of a qualified institutions placement of Equity Shares of the Company. Pending the final decision of the Board in this regard, it is thought prudent for the Company to have enabling approvals to raise a part of the Company's funding requirement through the issue of Equity Shares of the Company by way of a qualified institutions placement to qualified institutional buyers in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**") as set out in the resolution.

Approval of the members by way of special resolution is required *inter-alia* in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (together the "**Act**") as well as the ICDR Regulations, each as amended from time to time.

This special resolution enables the Board to issue Equity Shares having a face value of ₹ 10/- (Rupees Ten) each for an aggregate amount not exceeding ₹ 3,500 crore (Rupees Three Thousand Five Hundred crore).

If the Board decides to issue Equity Shares pursuant to this special resolution, it will use the proceeds to augment its long term resources including for servicing of debt, capital expenditure and general corporate purposes.

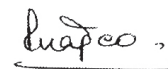
The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Equity Shares will be decided by the Board based on an analysis of the specific requirements of the Company. Therefore, the proposal seeks to confer upon the Board the absolute discretion to determine the terms of issue in consultation with the lead managers / underwriters / other advisors to the issue.

As the issue may result in the issue of Equity Shares of the Company to investor(s) who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies / institutions in which they are directors or members.

The Board accordingly commends the special resolution as set out in Item No. 2 of this Notice for your approval.

**By order of the Board of Directors
For Idea Cellular Limited**



**Pankaj Kapdeo
Company Secretary**

Place : Mumbai

Date : 4th January, 2018



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

Phone: + 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]

Extraordinary General Meeting - Tuesday 30th January, 2018 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:

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

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

3. Name: _____
of E-mail ID _____
Address: _____
Signature: _____,

Notice is hereby given that an Extraordinary General Meeting of the members of Idea Cellular Limited will be held on Tuesday, the 30th day of January, 2018 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 special business:

Resolution No.	Resolutions	Optional*	
		For	Against
1.	Issue of Equity Shares on Preferential Basis		
2.	Issue of Equity Shares by way of Qualified Institutions Placement		

Signed this _____ day of _____ 2018.

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.



IDEA CELLULAR LIMITED

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

ATTENDANCE SLIP

(to be handed over at the registration counter)

Extraordinary General Meeting - Tuesday 30th January, 2018 at 12:30 p.m.

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

I / We hereby record my / our presence at the Extraordinary General Meeting of the Company on Tuesday, 30th January, 2018 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:

- The Company is pleased to offer the option of remote e-voting facility to the Members. The business(s), as set out in the Notice of the Extraordinary General Meeting (EGM), 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 EGM.
- The e-voting period will commence on Saturday, January 27, 2018 (9.00 A.M. IST) and will end on Monday, January 29, 2018 (5.00 P.M. IST).

Route Map for Venue of Extraordinary General Meeting

