



# 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

## 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 26<sup>th</sup> day of June, 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 – 382044, Gujarat, to transact the following special business:

### Item No. 1

#### Change in name of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of the Central Government and / or any other authority as may be necessary, consent of the members be and is hereby accorded for change of name of the Company from **“Idea Cellular Limited”** to **“Vodafone Idea Limited”**.

**RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name **“Idea Cellular Limited”** as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name **“Vodafone Idea Limited”**.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorised to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

### Item No. 2

#### Issue of Non-Convertible Securities on Private Placement Basis

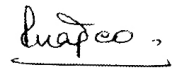
To consider and if thought fit, to pass, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 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 (including any amendment, modification, variation or re-enactment to any of the forgoing), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment to any of the foregoing and subject to other applicable law(s), rule(s), regulation(s) and guideline(s) issued by any authority and provisions of the Articles of Association of the Company, consent of the Members be and is hereby

accorded to the Board of Directors of the Company (hereinafter referred to as “the **Board**” which term shall be deemed to include any Committee of the Board), to offer or issue from time to time, Non-Convertible Securities including but not limited to Non-Convertible Debentures (“**NCDs**”), secured or unsecured, in one or more series / tranches aggregating upto an amount not exceeding Rs. 15,000 Crores (Rupees Fifteen Thousand Crores only), in such form or forms as may be permissible at law, on private placement basis, during a period of one year from the date of passing this resolution, on such terms and conditions, as the Board may, from time to time, deem fit, proper and appropriate.

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

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



**Pankaj Kapdeo  
Company Secretary**

Place: Mumbai  
Date : 29<sup>th</sup> May, 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 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 11.00 am to 1.00 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.
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 the 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, June 23, 2018 (9.00 a.m. IST) and ends on Monday, June 25, 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, June 19, 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 member receives Notice through E-mail (for members whose E-mail IDs are registered with the Company / Depository Participants):**

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN,your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [Umeshvedcs.office@airtelmail.in](mailto:Umeshvedcs.office@airtelmail.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case 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.

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

- (ii) Please follow all steps mentioned in step 1 and step 2 above, 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 downloads 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, June 19, 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, June 19, 2018, may obtain the Login ID and Password by sending a request at [evoting@nsdl.co.in](mailto: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](http://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](http://www.ideacellular.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be available for inspection at the Registered Office of the Company.

**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 May 29, 2018.

**Item No. 1**

**Change in name of the Company**

In March 2017, the Board of Directors of the Company had approved the Composite Scheme of Amalgamation and Arrangement among Vodafone Mobile Services Limited (VMSL) and Vodafone India Limited (VIL) and Idea Cellular Limited (the Company)

and their respective shareholders and creditors subject to receipt of necessary approvals. The said Scheme has since been approved by the members of the Company and the same has also been sanctioned by the Ahmedabad and Mumbai benches of the National Company Law Tribunal. The Company is now awaiting final approvals from relevant regulatory authorities.

In terms of the Implementation Agreement dated 20th March, 2017 executed inter alia, among the Company, VIL and VMSL, it is proposed to change the name of the merged entity to include the names of Vodafone and Idea.

In view of the above, the Board of Directors of the Company has decided to change the name of the Company from "Idea Cellular Limited" to "Vodafone Idea Limited".

The Registrar of Companies has approved the availability of the desired name i.e. Vodafone Idea Limited vide its approval dated May 24, 2018.

The provisions of the Companies Act, 2013 and rules made thereunder requires the Company to obtain approval of shareholders by a Special Resolution for effecting change in the Company name and consequential alteration in the Memorandum and the Articles of Association.

It is intended that the Company is able to use the new name i.e. Vodafone Idea Limited, from the date on and from which the amalgamation of VMSL and VIL with the Company becomes effective.

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

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

## **Item No. 2**

### **Issue of Non-Convertible Securities on Private Placement Basis**

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

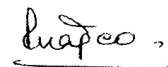
In view of the aforesaid provisions and in order to augment resources, inter-alia, for meeting the ongoing capital expenditure, long-term loan repayment, spectrum / license fee related payments and for general corporate purposes, the Company may offer or invite subscription for secured/unsecured Non-Convertible Securities, including but not limited to NCDs, in or more series/tranches on a private placement basis, upto an amount not exceeding Rs. 15,000 Crore (Rupees Fifteen Thousand Crore only). The said limit of Rs. 15,000 Crore (Rupees Fifteen Thousand Crore only) shall be within the overall borrowing limit under Section 180(1)(c) of the Companies Act, 2013, as approved by the members at the Nineteenth Annual General Meeting of the Company.

Accordingly, approval of the Members is being sought by way of special resolution as set out at Item No. 2 of this Notice, authorising the Board to issue Non-Convertible Securities, including but not limited to NCDs, up to an aggregate amount not exceeding Rs. 15,000 crores (Rupees Fifteen 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, during a period of one year from the date of passing this resolution.

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

The Board of Directors of the Company 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 : 29<sup>th</sup> May, 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 26<sup>th</sup> June, 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:

- 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: \_\_\_\_\_

Notice is hereby given that an Extraordinary General Meeting of the members of Idea Cellular Limited will be held on Tuesday, the 26th day of June, 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.	Approval for change in the name of the Company from Idea Cellular Limited to Vodafone Idea Limited and consequent change in the Memorandum & Articles of Association		
2.	To approve issuance of Non-Convertible Securities of upto Rs. 15,000 Crore on a private placement basis		

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.

## Route Map for Venue of Extraordinary General Meeting

