

7th June, 2019

National Stock Exchange of India Limited
"Exchange Plaza"
Bandra – Kurla Complex
Bandra (E)
Mumbai 400 051

BSE Limited
Phiroze Jeebhoy Towers
Dalal Street
Mumbai 400 001

Ref: "Vodafone Idea Limited" (IDEA / 532822)

Dear Sirs,

Sub: Disclosure of Combined Voting Results of the Business transacted at the National Company Law Tribunal convened Meeting of the equity shareholders of Vodafone Idea Limited ("the Company") held on Thursday, 6th June, 2019; and

Ref: Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the Order dated 11th April, 2019, passed by the National Company Law Tribunal, Bench at Ahmedabad ("**NCLT Order**"), a meeting of equity shareholders of the Company was held on Thursday, 6th June, 2019 at 10:30 A.M. at Cambay Sapphire (Formerly Cambay Spa and Resort), Plot No. 22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar – 382 044, Gujarat, for approving the Scheme of Arrangement between Vodafone Idea Limited and Vodafone Towers Limited and their respective shareholders and creditors ('Scheme').

Further, pursuant to the provisions of Sections 230(4) and 232(1) of the Companies Act, 2013 read with Rules 5 and 6 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016, and Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, the Company has provided facility of postal ballot and e-voting to its equity shareholders for approval of the Scheme.

Contd.. 2



Vodafone Idea Limited (formerly Idea Cellular Limited)

An Aditya Birla Group & Vodafone partnership

Birla Centurion, 9th to 12th Floor, Century Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400 030. T: +91 95940 04000 | F: +91 22 2482 0095 | www.vodafoneidea.com
Registered Office: Suman Tower, Plot no. 18, Sector 11, Gandhinagar - 382 011, Gujarat. T: +91 79 6671 4000 | F: +91 79 2323 2251 | CIN: L32100GJ1996PLC030976

: 2 :

Accordingly, voting by equity shareholders of the Company for approval of the Scheme has been carried out through (i) postal ballot; (ii) e-voting; and (iii) physical voting (electronically) at the venue of the meeting, which was held on Thursday, 6th June, 2019.

As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the Voting results of equity shareholders of the business transacted through (i) postal ballot; (ii) e-voting; and (iii) physical voting (electronically) at the venue of the meeting along with the Scrutinizer's Report.

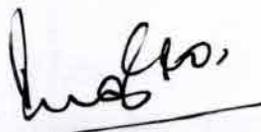
The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders of the Company.

The above is for your information and dissemination to the public.

Thank you,

Yours faithfully,

For **Vodafone Idea Limited**



Pankaj Kapdeo
Company Secretary



Encl: As above

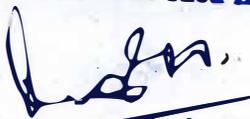
Vodafone Idea Limited

Voting Results as per Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Date of AGM/EGM	6th June 2019
Total number of shareholders on Record Date	375602
No. of shareholders present in the meeting either in person or through proxy:	69
Promoters and Promoter Group	26
Public	43
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable

Resolution No. 1		Special Approval of the Scheme of Arrangement between Vodafone Idea Limited and Vodafone Towers Limited and their respective shareholders and creditors ('Scheme').						
Resolution Required (Ordinary / Special)		No						
Whether promoter / promoter group are interested in the agenda / resolution		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes In favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6,230,680,176	2,275,103,721	36.51%	2,275,103,721	-	100%	-
	Poll		3,955,576,455	63.49%	3,955,576,455	-	100%	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		6,230,680,176	6,230,680,176	100.00%	6,230,680,176	-	100.000%
Public – Institutions	E-Voting	1,511,874,176	1,260,668,257	83.38%	1,260,668,257	-	100%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		1,511,874,176	1,260,668,257	83.38%	1,260,668,257	-	100.00%
Public-Non-Institutions	E-Voting	993,003,977	4,090,181	0.41%	3,637,627	452,554	88.94%	11.06%
	Poll		712,433,929	71.75%	712,433,929	-	100.00%	-
	Postal Ballot (If Applicable)		2,549,694	0.26%	2,532,776	16,918	99.34%	0.66%
	Total		993,003,977	719,073,804	72.41%	718,604,332	469,472	99.93%
Total		8,735,558,329	8,210,422,237	93.99%	8,209,952,765	469,472	99.99%	0.01%

For Vodafone Idea Limited



Pankaj Kapdeo
Company Secretary



Page 1 of 1

Vodafone Idea Limited (formerly Idea Cellular Limited)

An Aditya Birla Group & Vodafone partnership

Birla Centurion, 9th to 12th Floor, Century Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400 030. T: +91 95940 04000 | F: +91 22 2482 0095 | www.vodafoneidea.com
Registered Office: Suman Tower, Plot no. 18, Sector 11, Gandhinagar - 382 011, Gujarat. T: +91 79 6671 4000 | F: +91 79 2323 2251 | CIN: L32100GJ1996PLC030976



UMESH VED & ASSOCIATES
Company Secretaries

304, Shoppers Plaza-V, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad - 380 009.
Telefax : (O) +91 79 26464153, 48904153 • Moblie +91 98250 35998
E mail : info@umeshvedcs.com, umeshvedcs.office@airtelmail.in • Website : www.umeshvedcs.com

COMBINED SCRUTINIZERS' REPORT

To

Mr. Arun Kumar Adhikari

Chairman appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench (NCLT), for the Meeting of the Equity Shareholders of Vodafone Idea Limited pursuant to Company Application No. CA (CAA) NO. 50/NCLT/AHM/2019.

Dear Sir,

I, Umesh Ved, Practicing Company Secretary (FCS 4411, CP: 2924) have been appointed by the Hon'ble National Company Law Tribunal, Bench at Ahmedabad (NCLT), by its Order dated 11th April, 2019, as "the Scrutinizer" for the purpose of conducting the voting done through the postal ballot and e-voting and the voting conducted through electronic voting system (through tablets) at the venue of the meeting of the Equity Shareholders (including public shareholders) of Vodafone Idea Limited convened by order of NCLT and held at Cambay Sapphire (formerly Cambay Spa and Resort), Plot No. 22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar-382044, Gujarat, on Thursday, 06th June, 2019 at 10.30 a.m., pursuant to provisions of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking approval of the Equity Shareholders of arrangement embodied in the Scheme of Arrangement between Vodafone Idea Limited and Vodafone Towers Limited and their respective shareholders and creditors ("Scheme"), in terms of the Notice dated 26th April, 2019 convening the said meeting.

I do hereby submit my report as under:

- (i) The Company had appointed National Securities Depository Limited ("NSDL") as the Agency for providing the e-voting platform to the equity shareholders of the Company.
- (ii) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the postal ballot and e-voting and the voting conducted through electronic voting system (through tablets) at the venue of the meeting on the resolution contained in the Notice of the Meeting.
- (iii) The **Cut-off date was Monday, 29th April, 2019** for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot and e-voting and voting conducted through electronic voting system (through tablets) at the venue of the meeting on the resolution seeking their approval.
- (iv) The voting through postal ballot and e-voting had commenced at **9:00 a.m. on Tuesday, 07th May, 2019 and has closed at 5:00 p.m. on Wednesday, 05th June, 2019.**

Page 1 of 4



- (v) Our responsibility as a Scrutinizer for the voting process (through postal ballot, e-voting and voting conducted through electronic voting system through tablets at the meeting) is restricted to scrutinize the postal ballot papers, e-voting process and voting conducted through electronic voting system (through tablets) at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on postal ballots, the reports generated from the e-voting system and voting conducted through electronic voting system (through tablets) at the meeting provided by NSDL.
- (vi) The Company had, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc. to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. 29th April, 2019) by Saturday, 4th May, 2019 and has also published an advertisement in this regard, in English language in The Indian Express (All editions) and translation thereof in Gujarati language in Sandesh, Ahmedabad edition on Sunday, 05th May, 2019.
- (vii) The e-voting module was disabled and blocked by NSDL for voting on 05th June, 2019 at 5.00 p.m.
- (viii) The Equity shareholders were required to send the completed and signed postal ballot forms which reached me on or before 5.00 p.m. on 05th June, 2019. I have not accepted any postal ballot form after 5.00 p.m. on 05th June, 2019.
- (ix) On Thursday, 06th June, 2019, at the venue of the NCLT convened meeting, at the end of discussion, the Chairman of the Meeting directed for conducting the voting through electronic voting system (through tablets) for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot or the e-voting module of NSDL.
- (x) On completion of the voting at the NCLT convened Meeting, NSDL provided to me the list of the shareholders who were present at the meeting either in person or through proxies and who had cast their votes, their holding details and the details of the votes cast on the Resolution.
- (xi) I first counted the votes cast at the venue of the meeting. The votes cast through electronic voting system (through tablets) were reconciled with the records maintained by the Company and NSDL and the authorisations/proxies lodged with the Company.
- (xii) I then counted the votes cast through the postal ballots and unblocked the votes cast through the e-voting module of NSDL in the presence of Mr. Vandan Shah and Mr. Parshwa Shah, who are not in employment of the Company.
- (xiii) The Postal ballot forms and the e-voting including votes cast through electronic voting system (through tablets) done, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.



- (xiv) The consolidated result of the voting seeking approval of the equity shareholders of the Company to the Scheme is as under:

Resolution

Approval of Arrangement embodied in the Scheme of Arrangement between Vodafone Idea Limited and Vodafone Towers Limited and their respective shareholders and creditors ("Scheme").

Consolidated Report on result of voting through Postal Ballots, E-voting and the Voting conducted through electronic voting system (through tablets) at the venue of the meeting of Equity Shareholders.

(a) Votes in favor of the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)*	No. of votes cast by members
Postal Ballots	3,289	25,32,776
E-Voting	2,673	3,53,94,09,605
Voting conducted through electronic voting system (through tablets) at the venue of the meeting	48	4,66,80,10,384
Total	6,010	8,209,952,765
% of total value of valid votes cast		99.9943%
% of total number of members voted		96.4997%

(b) Votes against the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)*	No. of votes cast by members
Postal Ballots	73	16,918
E-Voting	145	4,52,554
Voting conducted through electronic voting system (through tablets) at the venue of the meeting	Nil	Nil
Total	218	4,69,472
% of total value of valid votes cast		0.0057%
% of total number of members voted		3.5003%



(c) Invalid Votes:

Manner of Voting	Total Number of members (in person or by proxy) whose votes were declared invalid*#	No. of votes cast by members
Postal Ballots	201	1,07,430
E-Voting	Nil	Nil
Voting conducted through electronic voting system (through tablets) at the venue of the meeting	Nil	Nil
Total	201	1,07,430

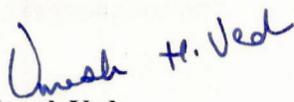
*No. of Members is equivalent to No. of Folios/Accounts

201 Equity Shareholders holding 1,07,430 equity shares were declared invalid. Out of 201 Equity Shareholders, 35 Equity Shareholders holding 7,881 equity shares were declared invalid as the said Equity Shareholders had not signed the poll papers. Further, 92 Equity Shareholders holding 30,714 equity shares were declared invalid as the signature of the said respective Equity Shareholders were not matching with the specimen signature records. 74 Equity Shareholders holding 68,835 equity shares were declared invalid as they had voted for more number of shares than their holding as per the records of the Applicant Company as on 29th day of April 2019.

- (xv) The list of Equity Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through the voting conducted through electronic voting system (through tablets) at the venue of the meeting, postal ballots and e-voting process are annexed herewith.
- (xvi) All relevant records of the voting conducted through electronic voting system (through tablets) at the venue of the meeting and postal ballots and the e-voting are handed over to the Company Secretary of the Company for safe keeping.

Thanking you

Yours truly,


Umesh Ved
Umesh Ved & Associates
Company Secretaries
FCS-4411
CP-2924



Place: Ahmedabad
Date: 07/06/2019