



**June 7, 2017**

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

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

Dear Sirs,

**Sub: Notice of the 22<sup>nd</sup> Annual General Meeting**  
**Ref: "Idea Cellular Limited" (IDEA / 532822)**

In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the Notice of the 22<sup>nd</sup> Annual General Meeting of the Company to be held on Friday, 30<sup>th</sup> June, 2017 at 4:00 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.

The above is for your information and records please.

Thanking you,

Yours truly,

For Idea Cellular Limited

**Pankaj Kapdeo**  
**Company Secretary**

Encl: As above





# IDEA CELLULAR LIMITED

CIN: L32100GJ1996PLC030976

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

**Email:** shs@idea.adityabirla.com, **Website:** www.ideacellular.com

**Tel.:** + 91-79-66714000, **Fax:** +91-79-23232251

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twenty Second Annual General Meeting of the Members of Idea Cellular Limited will be held on Friday, the 30<sup>th</sup> day of June, 2017 at 4:00 p.m. at Cambay Sapphire (Formerly Cambay Spa and Resort), Plot No. 22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar – 382 044, Gujarat, to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended March 31, 2017, together with the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995), who retires by rotation, and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Dr. Shridhir Sariputta Hansa Wijayasuriya (DIN: 00363174), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W / E300004), as the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. 101049W / E300004) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Twenty Seventh Annual General Meeting of the Company to be held in the calendar year 2022 (subject to ratification of their appointment at every Annual General Meeting, if so required under the Act), at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors, plus applicable taxes and reimbursement of travel and out-of-pocket expenses.”

### SPECIAL BUSINESS:

#### 5. Remuneration of Cost Auditors

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹ 10,00,000/- (Rupees Ten Lacs only) plus applicable taxes and reimbursement of travel and out of pocket expenses, to be paid to M/s. Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212), appointed as the Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2018.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

**6. 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 rules, regulations and guidelines 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 ₹ 10,000 Crores (Rupees Ten Thousand Crores only), on a 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.”

**7. Approval of Material Related Party Transaction(s) with Indus Towers Limited**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities 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 such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to ratify / approve all existing contracts / arrangements / agreements / transactions and to enter into new / further contracts / arrangements / agreements / transactions (including any modifications, alterations or amendments thereto), in the ordinary course of business and on arm’s length basis with Indus Towers Limited (“Indus”) a ‘Related Party’ within the meaning of the Act and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and Indus.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

**8. Appointment of Mrs. Alka Marezban Bharucha as an Independent Director**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Alka Marezban Bharucha (DIN: 00114067), who has been appointed as an Additional Director (Independent) by the Board of Directors with effect from 26<sup>th</sup> December, 2016, in terms of Section 161 of the Act and Article 138 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years, with effect from 26<sup>th</sup> December, 2016, not liable to retire by rotation.”

**9. Appointment of Mr. Baldev Raj Gupta as an Independent Director**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Baldev Raj Gupta (DIN: 00020066), who has been appointed as an Additional Director (Independent) by the Board of Directors with effect from 13<sup>th</sup> May, 2017, in terms of Section 161 of the Act and Article 138 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years, with effect from 13<sup>th</sup> May, 2017, not liable to retire by rotation.”

**10. Waiver of Recovery of Excess Managerial Remuneration paid to Mr. Himanshu Kapania, Managing Director for the period April 1, 2016 to March 31, 2017**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of the Central Government as may be required, approval of the members of the Company be and is hereby accorded to ratify and confirm the waiver of the recovery of the excess remuneration amounting to ₹ 3,05,35,524/- paid to Mr. Himanshu Kapania (DIN: 03387441), Managing Director of the Company for the financial year 2016-17, which is in excess of the limits prescribed under Schedule V of the Act in view of loss for the financial year 2016-17 and within the limits as approved by the Members of the Company at their 20<sup>th</sup> Annual General Meeting held on September 28, 2015 and to the payment of the above mentioned sum of excess remuneration of ₹ 3,05,35,524/- made to him.



**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company 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.”

**11. Payment of Remuneration to Mr. Himanshu Kapania, Managing Director of the Company for the period April 1, 2017 to March 31, 2019**

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

“**RESOLVED THAT** further to the ordinary resolution passed by the members of the Company at their 20<sup>th</sup> Annual General Meeting held on September 28, 2015 according their consent for the re-appointment and remuneration of Mr. Himanshu Kapania (DIN: 03387441) as Managing Director for 5 years with effect from April 1, 2016 and in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments, enactment or re-enactment thereof for the time being in force) and, subject to the approval of the Central Government, as may be required, the approval of the members of the Company be and is hereby accorded for payment to Mr. Himanshu Kapania (DIN: 03387441), Managing Director, such remuneration as approved in the said resolution (reproduced in the Explanatory Statement), as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate during the two financial years commencing from April 1, 2017 to March 31, 2019.

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company 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.”

**12. Payment of Remuneration to Mr. Akshaya Moondra, Whole-Time Director and Chief Financial Officer for the period July 8, 2016 to March 31, 2019**

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

“**RESOLVED THAT** further to the ordinary resolution passed by the members of the Company at their 21<sup>st</sup> Annual General Meeting held on September 29, 2016 according their consent for the appointment and remuneration of Mr. Akshaya Moondra (DIN: 02606784) as Whole-Time Director for 5 years with effect from July 8, 2016 and in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments, enactment or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded for payment of the remuneration as reproduced in the Explanatory Statement, to Mr. Akshaya Moondra (DIN: 02606784), Whole-Time Director and Chief Financial Officer, (reproduced in the Explanatory Statement), as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate for the period commencing July 8, 2016 and ending on March 31, 2019.

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company 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.”

**13. Alteration of Articles of Association 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 14 of the Companies Act, 2013, (including any statutory modification(s) or re-enactments thereof, for the time being in force), the Articles of Association of the Company be amended by insertion of the following Article 74A after the existing Article 74 of the Articles of Association:

74A. No person / group of persons shall acquire any shares of the Company which would take his / her / its holding to a level of 5% or more (or any such percentage imposed by Reserve Bank of India from time to time) of the total issued capital of the Company unless prior approval of the Reserve Bank of India has been obtained by such person / group of persons.”

By Order of the Board  
For Idea Cellular Limited



**Pankaj Kapdeo**  
Company Secretary

Place : Mumbai

Date : May 25, 2017

## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**

**A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER SHAREHOLDER.**

2. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business as set out at Item Nos. 5 to 13 of the AGM Notice, to be transacted at the Meeting is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from Saturday, the 24<sup>th</sup> day of June 2017, to Friday, the 30<sup>th</sup> day of June, 2017 (both days inclusive) for the purpose of the Annual General Meeting.
5. Members holding shares in electronic form are requested to intimate any change in their address, E-mail Id and signature to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate such changes to the Registrar and Share Transfer Agents of the Company.
8. In terms of circular issued by SEBI, it is mandatory to quote Permanent Account Number ("PAN") for participating in the securities market. Therefore, Members holding shares in dematerialised form are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Registrar and Share Transfer Agents of the Company.
9. Statutory Registers and documents referred to in the Notice and Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 a.m. to 2:00 p.m. upto the date of the Annual General Meeting and will also be available for inspection at the Meeting.
10. Disclosure pursuant to Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, with respect to Directors seeking appointment / re-appointment at the Annual General Meeting, is annexed to this Notice.
11. The Annual Report of the Company for the Financial Year 2016-17, circulated to the members of the Company, is also uploaded on the Company's website [www.ideacellular.com](http://www.ideacellular.com) in the 'Investor Relations' Section.

12. The Ministry of Corporate Affairs, vide its circular No. 17/2012 dated July 23, 2012 have directed the companies to upload information regarding unpaid and unclaimed dividend on the company's website. In terms of the circular, the Company has uploaded the details of unpaid and unclaimed dividend and the same can be viewed on [www.ideacellular.com](http://www.ideacellular.com).
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail address either with the Company or with the Depository Participant(s).

Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled-in 'E-communication Registration Form' annexed to this Notice.

Members holding shares in physical mode are requested to register their E-mail Id with the Company or its RTA and members holding shares in demat mode are requested to register their E-mail Id with their respective Depository Participants (DP). If there is any change in the E-mail Id already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
14. The Notice of AGM alongwith Annual Report for the year 2016-17 is being sent by electronic mode to all the Members whose E-mail addresses are registered with the Company or Depository Participant(s), unless any member has requested for a physical copy of the same. Physical copy of the Notice of AGM along with Annual Report are being sent to those Members who have not registered their E-mail address with the Company or Depository Participant(s).
15. E-voting
  - (i) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and 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 Annual General Meeting ("AGM") by electronic means and the business may be transacted through E-voting services arranged by National Securities Depository Limited ("NSDL"). The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM ("remote E-voting").
  - (ii) The facility for voting through electronic voting system or polling paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote E-voting shall be able to exercise their right at the AGM.
  - (iii) The Members who have cast their vote by remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - (iv) The remote E-voting period commences on Tuesday, June 27, 2017 ( 9.00 a.m. IST) and ends on Thursday, 29<sup>th</sup> June, 2017 (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. Friday, June 23, 2017, may cast their vote by remote E-voting. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.



The process and manner for remote E-voting are as under:

**A. In case a Member receives an E-mail from NSDL (for Members whose E-mail addresses are registered with the Company/Depository Participants):**

- (i) Open the attached PDF File "IDEA remote e-voting.pdf" attached to the mail, using your Client ID or Folio No. as password. The said PDF file contains your User ID and Password/PIN for remote E-voting. Please note that the Password provided is an initial password. You will not receive this PDF file if you are already registered with NSDL for E voting, in which case you can use your existing password for casting the vote.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder - Login.
- (iv) Put User ID and password as initial password/PIN noted in step (i) above. Click 'Login'.
- (v) Password change menu will appear. Change the password/PIN with a new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any person and take utmost care of the same.
- (vi) Home page of remote E-voting will open. Click on remote E-voting - Active Voting cycles.
- (vii) Select Electronic Voting Event Number [EVEN] of Idea Cellular Limited.
- (viii) Now you are ready for remote E-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on Confirm when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through E-mail to [umeshvedcs.office@airtelmail.in](mailto:umeshvedcs.office@airtelmail.in) or [shs@idea.adityabirla.com](mailto:shs@idea.adityabirla.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. In case a Member receives physical copy of the Notice of AGM (for Members whose E-mail IDs are not registered with the Company/Depository Participant or Members requesting physical copy)**

- (i) Initial Password in the format given below is provided at the bottom of the Attendance Slip for the AGM.

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

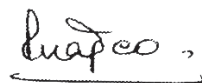
- (ii) Please follow all steps from Sr. No. (ii) to (xii) mentioned above in A, to cast your vote.

**C. Other Instructions**

- (i) In case of any queries, please refer to the Frequently Asked Questions (FAQs) for Members and the remote E-voting user manual for Members available at the downloads section of <http://www.evoting.nsd.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. Friday, 23<sup>rd</sup> day of June, 2017.
- (iv) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e. Friday, 23<sup>rd</sup> day of June, 2017, 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 AGM even after exercising his right to vote through remote E-voting but shall not be allowed to vote again at the AGM.
- (vii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote E-voting, as well as voting at the AGM.
- (viii) Mr. Umesh Ved, proprietor of Umesh Ved & Associates, Practicing Company Secretaries (CP No.2924) has been appointed as the Scrutinizer to scrutinize the remote E-voting process and voting at the AGM in a fair and transparent manner.
- (ix) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those Members who are present but have not cast their vote electronically using the remote E-voting facility.
- (x) The Scrutinizer shall after the conclusion of voting at the AGM, 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 three days of the conclusion of the AGM, prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- (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 Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be available for inspection at the Registered Office of the Company.

By Order of the Board  
For **Idea Cellular Limited**



**Pankaj Kapdeo**  
Company Secretary

Place : Mumbai  
Date : May 25, 2017

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 13 of the accompanying Notice dated May 25, 2017.

#### **Item No. 4**

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

As per the provisions of Section 139 of the Companies Act, 2013 (“the Act”) read with rules made thereunder, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Further, as per Section 139 of the Act, a period of three years has been provided to comply with this requirement. In view of the same, the term of the existing Statutory Auditors, M/s Deloitte Haskins & Sells LLP, Chartered Accountants is upto the conclusion of this Annual General Meeting (AGM).

The Board of Directors has based on the recommendation of the Audit Committee, at its meeting held on February 11, 2017, proposed the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), as the Statutory Auditors of the Company for a period of five years, to hold office from the conclusion of this AGM till the conclusion of the Twenty Seventh Annual General Meeting of the Company to be held in the calendar year 2022, subject to ratification of their appointment at every Annual General Meeting, if so required under the Act.

M/s S.R. Batliboi & Associates LLP, have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

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 commends the ordinary resolution as set out in Item No. 4 of this Notice for your approval.

#### **Item No. 5**

Pursuant to the provisions of Section 148 of the Companies Act, 2013 (“the Act”), read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to have the audit of its cost records conducted by a cost accountant in practice.

The Board of Directors of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. Sanjay Gupta & Associates, Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2018, at a remuneration of ₹ 10,00,000/- plus applicable taxes and reimbursement of travel and out of pocket expenses.

M/s. Sanjay Gupta & Associates, Cost Accountants have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

As per the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the Members is sought for passing the resolution as set out in Item no. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

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 commends the ordinary resolution as set out in Item No. 5 of this Notice for your approval.

**Item No. 6**

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 ₹ 10,000 Crore (Rupees Ten Thousand Crore only). The said limit of ₹ 10,000 Crore (Rupees Ten Thousand Crore only) shall be within the overall borrowing limit 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. 6 of this Notice, authorising the Board to issue Non-Convertible Securities, including but not limited to NCDs, up to an aggregate amount not exceeding ₹ 10,000 crores (Rupees Ten Thousand Crore only) on a private placement basis, at discount or at par or at premium and at such interest rate as may be appropriate considering the prevailing money market conditions at the time of the issuance of such securities, 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 commends the special resolution as set out in Item No. 6 of this Notice for your approval.

**Item No. 7**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/ transactions to be entered into individually or taken together with previous transactions during a Financial Year exceeds 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party Transactions entered into by the Company are on arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required.

The transaction(s) entered into by the Company, together with the transactions already entered with Indus Towers Limited ("Indus"), a Joint Venture of the subsidiary company, namely Aditya Birla Telecom Limited, qualifies to be a Material Related Party transaction under Listing Regulations.

The Company has existing arrangements with Indus, which is in the ordinary course of business and at arm's length basis. However, the value of transactions with Indus in respect of Financial Year 2016-17 and the

estimated value of transaction from next financial year onwards is likely to exceed 10% of the annual consolidated turnover of the Company, based on the audited financial statements for year ended March 31, 2017. Indus is a joint venture of Aditya Birla Telecom Limited, a subsidiary of the Company, which is a 'Related Party' as per definition under Section 2(76) of the Companies Act, 2013.

Indus is currently the world's largest tower company providing passive infrastructure services and related operations and maintenance services to various telecom operators in India, including your Company. Indus is a three way joint venture Company, promoted by Bharti Group, Vodafone Group and Aditya Birla Telecom Limited, to render passive infrastructure services to telecom service providers. Your Company had entered into a Master Service Agreement ("MSA") with Indus in 2008 for availing passive infrastructure services provided by them in certain service areas. The MSA requires individual tenancy service contracts to be executed for each passive infrastructure site, the terms of which vary depending on the location, type of site, number of existing tenants, etc., and contain lock in periods for ensuring continuity. Such terms are similarly applicable to all other telecom providers having arrangements with Indus.

The particulars of the contract / arrangement with Indus are as under:

<b>Particulars</b>	<b>Information</b>
<b>Name of the Related Party and Nature of Relationship</b>	Indus Towers Limited ("Indus") [Joint Venture (By agreement) of wholly owned subsidiary]
<b>Nature of Contract</b>	Master Service Agreement ("MSA") for Passive Infrastructure services and related Operations & Maintenance services
<b>Duration of Contract</b>	The maximum term of each tenancy service contract executed for each Passive Infrastructure site under the MSA is 10 years, with either party having a right to terminate, subject to certain conditions.
<b>Salient features of Contract</b>	Passive Infrastructure services are provided by Indus mainly on co-sharing basis for each Passive Infrastructure site, after obtaining necessary approvals, which enables the Company to deploy active telecommunications equipment on sites for providing telecom services.
<b>Date of Approval of the Board / Audit</b>	Audit Committee : May 12, 2017 Board Meeting : May 13, 2017
<b>Value of Transaction for the year ended March 31, 2017</b>	₹ 40,615 Million
<b>Estimated Value of Transactions</b>	Estimated Value of Transactions of ₹ 50,000 Mn each Financial Year

Based on past trend, the transactions as described above are likely to exceed 10% of the Annual Consolidated Turnover as per last audited financial statements of the Company and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of ordinary 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, except Mr. Himanshu Kapania (Managing Director) and Mr. Akshaya Moondra (Whole-Time Director and Chief Financial Officer), who are representatives of the Company on the Board of Indus.

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



**Item No. 8**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Alka Marezban Bharucha as an Additional Director (Independent) with effect from 26<sup>th</sup> December, 2016 to hold office for a period of five consecutive years with effect from 26<sup>th</sup> December, 2016, not liable to retire by rotation, subject to consent by the members of the company at the ensuing Annual General Meeting ('AGM').

As an Additional Director, Mrs. Bharucha holds office till the date of AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 ('the Act') together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mrs. Bharucha as a Director of the Company.

Mrs. Bharucha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also given her consent to act as a Director of the Company. The Company has also received a declaration from Mrs. Bharucha confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mrs. Bharucha fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management. Considering her vast experience, her presence on the Board will be of immense value to the Company.

Mrs. Bharucha is a graduate (Honors) in Arts from Mumbai University, a Law graduate from Mumbai University and holds an LLM degree from University of London. Mrs. Bharucha began her career with M/s. Mulla & Mulla & Craigie Blunt & Caroe and later joined M/s. Amarchand & Mangaldas as Partner in 1992. In 2008, she co-founded Bharucha & Partners, which since inception has been ranked by RSG Consulting, London among the top fifteen firms in India. Mrs. Bharucha chairs the transaction practice at Bharucha & Partners.

A copy of the draft letter of appointment for Independent Directors setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the Registered Office of the Company on all working days between 10:00 am to 1:00 pm and is also available on the website of the Company [www.ideacellular.com](http://www.ideacellular.com)

Mrs. Bharucha is not related to any Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Mrs. Alka Marezban Bharucha and her relatives, are concerned or interested in the above resolution.

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

**Item No. 9**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Baldev Raj Gupta as an Additional Director (Independent) with effect from 13<sup>th</sup> May, 2017 to hold office for a period of five consecutive years with effect from 13<sup>th</sup> May, 2017, not liable to retire by rotation, subject to consent by the members of the company at the ensuing Annual General Meeting ('AGM').

As an Additional Director, Mr. Gupta office till the date of AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 ("the Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Gupta as a Director of the Company.

Mr. Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also given his consent to act as a Director of the Company. The Company has also received a declaration

from Mr. Gupta confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Gupta fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management. Considering his vast experience, his presence on the Board will be of immense value to the Company.

Mr. Gupta holds a Bachelor's degree in Arts and Law and is also a Fellow Graduate of Insurance Institute of India. Mr. Gupta was the former Executive Director of Life Insurance Corporation of India. Mr. Gupta has rich and varied experience in fields of Insurance and management. Mr. Gupta is serving as an Independent Director on the Board of Aditya Birla Nuvo Limited. Mr. Gupta also serves as a Director on the Board of few other reputed Companies.

A copy of the draft letter of appointment for Independent Directors setting out the terms and conditions for appointment of Independent Directors is available for inspection is available for inspection by the Members at the Registered Office of the Company on all working days between 10:00 am to 1:00 pm and is also available on the website of the Company [www.ideacellular.com](http://www.ideacellular.com)

Mr. Gupta is not related to any Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Baldev Raj Gupta and his relatives, are concerned or interested in the above resolution.

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

#### **Item No. 10**

The Members of the Company at their Annual General Meeting held on September 28, 2015, had by way of an ordinary resolution approved the re-appointment of Mr. Himanshu Kapania (DIN: 03387441) as Managing Director of the Company for a period of five years with effect from April 1, 2016 on the terms and conditions including payment of remuneration as mentioned therein. At that time, the Company had adequate profits and the remuneration was well within the limits prescribed under the Companies Act, 2013.

The Indian wireless industry witnessed an unprecedented disruption in the second half of the financial year 2016-17 on account of free voice and mobile data promotions by a new entrant. The October 2016 to March 2017 period can be best described as 'Period of Telecom Discontinuity', changing mobility business parameters significantly. Consequently, the revenue KPIs and financial parameters for all mobile operators have sharply declined in H2 FY 17.

As a result of this industry upheaval, the standalone revenue of your Company dropped to an unforeseen level of ₹ 354,757 Mn registering the first ever annual revenue decline of 1.4%. The EBITDA fell to ₹ 102,919 Mn registering a decline of 14.7% over the previous year. The Net Loss of the Company for the Financial Year March 31, 2017 stood at ₹ 8,311 Mn, as compared to Net Profit of ₹ 26,463 Mn, for the previous year.

Owing to the above factors, the financial performance of the Company in the financial year ended 31 March 2017 did not meet expectations and it is possible that the Company will also have inadequate profits in the financial year 2017-18.

Under Section 197 of the Companies Act, 2013, if in any financial year a company has no profits or its profits are inadequate, payment of remuneration to its directors including any managing or whole time director (exclusive of sitting fees payable to directors) may be made only in accordance with the provisions of Schedule V.

Section II of Schedule V to the Companies Act, 2013 provides that where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, it may

without Central Government approval, pay remuneration to the managerial person not exceeding the limits set out below:

(1)	(2)
Where the effective capital is	Limit of yearly remuneration payable shall not exceed (Rupees)
(i) Negative or less than 5 crores	60 lakhs
(ii) 5 crores and above but less than 100 crores	84 lakhs
(iii) 100 crores and above but less than 250 crores	120 lakhs
(iv) 250 crores and above	120 lakhs plus 0.01% of the effective capital in excess of ₹ 250 crores

Provided that the above limits shall be doubled if the resolution passed by the shareholders is a special resolution.

For remuneration to be paid at double the amount of the limit set out in Schedule V, approval of the shareholders of the company by way of a special resolution at a general meeting of the company is required for payment of such remuneration for a period not exceeding three years.

As on 31 March 2016, the effective capital of the Company was ₹ 581,695 Million and the effective capital in excess of ₹250 cores was ₹ 579,195 Million.

On account of loss, the remuneration paid to Mr. Himanshu Kapania, in accordance with the terms of his appointment, was in excess of the limits prescribed under Section 197 of the Act read with Schedule V of the Act. The details of such payments are given below:

Name	Remuneration*		
	Paid	Maximum permissible limit	Excess paid
Mr. Himanshu Kapania	₹ 10,04,55,065	₹ 6,99,19,541	₹ 3,05,35,524

\* On paid / accrual basis, as per Financial Statements.

Although the remuneration paid to Mr Himanshu Kapania for the financial year ended March 31, 2017 was:

- (a) not in excess of the double of the limit applicable to the company (*viz.* ₹ 13,98,39,082); and
- (b) within the limits sanctioned by the members at its general meeting held on September 28, 2015,

the resolution at item 10 for waiver of recovery of the excess remuneration and for approval of payment of such excess remuneration is being placed before the shareholders since the earlier resolution of September 28, 2015 was passed only by way of an ordinary resolution.

The management of the Company believes that the remuneration as previously approved by the members of the Company paid to Mr. Himanshu Kapania was justified in terms of his key role within the Company.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on May 13, 2017, subject to the approval of the members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid by the Company to Mr. Himanshu Kapania and, in the interest of the Company have recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Accordingly, it is proposed that consent of the members of the Company by way of a special resolution be obtained for the waiver of recovery of excess remuneration paid to Mr. Himanshu Kapania.

Except Mr. Himanshu Kapania, none of the Directors, Key Managerial Personnel of the Company / their relatives is in any way concerned or interested, financially or otherwise, in the special resolution set out at Item No. 10 of the Notice.

The Board recommends the special resolution set out at Item No. 10 of the Notice for approval by the members.

The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure to the Notice.

### **Item Nos. 11 and 12**

As mentioned earlier, the Members of the Company at their Annual General Meeting held on September 28, 2015, had by way of an ordinary resolution approved the re-appointment of Mr. Himanshu Kapania (DIN: 03387441) as Managing Director of the Company for a period of five years with effect from April 1, 2016 on the terms and conditions including payment of remuneration as mentioned therein.

At the Annual General Meeting of the Company held on September 29, 2016, the members of the Company had, by way of an ordinary resolution approved the appointment of Mr. Akshaya Moondra (DIN: 02606784) as Whole-Time Director of the Company for a period of 5 years with effect from July 8, 2016 on the terms and conditions including payment of remuneration as mentioned therein.

As explained under item 10 above,

- (a) for the financial year ended March 31, 2017, the Company incurred a Loss Before Tax of ₹ 14,190 Million and Loss After Tax of ₹ 8,311 Million.
- (b) Where a company has inadequate profits, the company may, subject to certain conditions, including the passing of a special resolution, pay remuneration to its directors not exceeding double the limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013.

Given below are the details of proposed remuneration to be paid to Mr. Himanshu Kapania, Managing Director, from April 1, 2017 to March 31, 2019.

#### **A. Remuneration:**

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

B. Perquisites:

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

Any other one time / periodic retirement allowances / benefits as may be decided by the Board at the time of retirement / separation.

Given below are the details of the remuneration paid / to be paid to Mr. Akshaya Moondra, Whole-Time Director and Chief Financial Officer, from 8 July 2016 to 31 March 2019. It may be noted that the remuneration proposed to be paid to Mr. Akshaya Moondra is within the overall limits approved by the members of the Company at the Annual General Meeting held on 29 September 2016 and the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013.

A. Remuneration:

- (i) Basic Salary ₹ 2,79,783/- (Rupees Two Lacs Seventy Nine Thousand Seven Hundred and Eighty Three Only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 6,00,000/- (Rupees Six Lacs Only) per month as Basic Salary, as may be decided by the Board of Directors from time to time with consequential / corresponding increase in the other components of remuneration linked to the same.
- (ii) Special Allowance ₹ 9,02,549/- (Rupees Nine Lacs Two Thousand Five Hundred and Forty Nine Only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 17,00,000/- (Rupees Seventeen Lacs Only) per month, as may be decided by the Board of



Directors from time to time. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.

- (iii) Annual Incentive Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 1,25,00,000/- (Rupees One Crore Twenty Five Lacs Only) per annum.
- (iv) Long-term Incentive Compensation (LTIC) including Employee Stock Option, Restricted Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or its Subsidiaries and/or any other incentive plan applicable to Senior Executives of the Company / Aditya Birla Group, in such manner and with such provisions as may be decided by the Board.

B. Perquisites:

- (i) Housing: Free furnished accommodation or HRA in lieu of company provided accommodation.
- (ii) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy.
- (iii) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- (iv) Two cars for use of Company's Business as per Company's Car policy.
- (v) Reimbursement of entertainment, travelling and all other expenses incurred for the business of the company as per policy of the Company.
- (vi) Leave and encashment of leave: As per the policy of the Company.
- (vii) Personal accident Insurance Premium: As per the policy of the Company.
- (viii) Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, as per the policy of the Company.
- (ix) Gratuity and /or contribution to the Gratuity Fund of Company: As per the policy of the Company.
- (x) Other Allowances/benefits, perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and/ or any other allowance, perquisites as the Board from time to time decide.

Pursuant to Section 197 of the Companies Act, 2013 read with Schedule V thereto, where a Company has no profits or its profits are inadequate, it may pay remuneration to the managerial personnel not exceeding the limits referred to earlier provided that, amongst others, a statement along with a notice calling the general meeting contains certain information. While the remuneration paid / payable to Mr. Akshaya Moondra in the present case of absence of profits / inadequacy of profits will not exceed the limits set out in Schedule V, approval of the members is once again sought since the notice calling the 21<sup>st</sup> Annual General Meeting held on 29<sup>th</sup> September, 2016, at which the earlier resolution was passed did not include a statement as specified in paragraph (iv) of the second proviso after paragraph B of Section II of Part II of the aforesaid Schedule V.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on May 13, 2017, subject to the approval of the members of the Company, accorded their approvals for payment of aforesaid remuneration to Mr. Himanshu Kapania and Mr. Akshaya Moondra in case of absence of

profits/inadequacy of profits and, in the interest of the Company have recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Except for Mr. Himanshu Kapania, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the special resolution set out at Item No. 11 of the notice.

Except for Mr. Akshaya Moondra, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the special resolution set out at Item No. 12 of the notice.

The Board recommends the special resolution set out at Item Nos. 11 and 12 of the Notice for approval by the shareholders.

The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure to the Notice in regard of both Mr. Himanshu Kapania and Mr. Akshaya Moondra.

### **Item No. 13**

As per the terms of the Payments Bank License dated April 3, 2017 granted by the Reserve Bank of India to Aditya Birla Idea Payments Bank Limited ("ABIPBL"), a company jointly promoted by your Company and Aditya Birla Nuvo Limited ("ABNL"), the promoters of ABIPBL viz. ABNL and the Company are required to amend the Articles of Association to reflect that any change of shareholding, by way of fresh issue or transfer of shares, to the extent of 5% or more in the promoters (i.e. ABNL and the Company) shall be with prior approval of the Reserve Bank of India.

In order to comply with the terms of the aforesaid approval, as referred above, it is proposed to amend the Articles of Association, by inserting the following new Article 74A, after existing Article 74 of the Articles of Association of the Company:

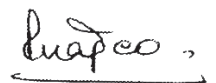
*'74A. No person / group of persons shall acquire any shares of the Company which would take his / her / its holding to a level of 5% or more (or any such percentage imposed by Reserve Bank of India from time to time) of the total issued capital of the Company unless prior approval of the Reserve Bank of India has been obtained by such person / group of persons.'*

A copy of the Memorandum and Articles of Association of the Company together with the proposed alteration is available for inspection by the Members of the Company at the Registered Office between 11:00 a.m. to 2:00 p.m. on all working days of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except Mr. Himanshu Kapania (Managing Director) who is serving as Non-Executive Chairman on the Board of ABIPBL.

The Board commends the special resolution as set out in Item No. 13 of this Notice for your approval.

By Order of the Board  
For **Idea Cellular Limited**



**Pankaj Kapdeo**  
Company Secretary

Place : Mumbai  
Date : May 25, 2017

## ANNEXURE TO THE NOTICE

### STATEMENT PURSUANT TO PARAGRAPH (IV) OF THE SECOND PROVISOR OF PARAGRAPH B OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NOS. 10, 11 AND 12 OF THE NOTICE

#### I. GENERAL INFORMATION

1. *Nature of Industry*

The Company is engaged in the business of providing mobile telephony services with Pan India operations.

2. *Date or expected date of commencement of commercial production*

Not applicable

3. *In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus*

Not applicable

4. *Financial performance based on given indicators*

₹ Million

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015
Total income	354,757	359,810	317,318
Profit / (Loss) before tax	(14,190)	40,709	43,391
Profit / (Loss) after tax	(8,311)	26,463	28,098

5. *Foreign investments or collaborations, if any*

The Company does not have any foreign collaborations. As per the shareholding pattern of the Company as on March 31, 2017, the composite foreign investment in the Company stands at 46.79% comprising of:

- (i) 26.97% by foreign portfolio investors;
- (ii) 19.75% by foreign bodies corporate; and
- (iii) 0.08% by non-resident Indians.

#### II. INFORMATION ABOUT THE APPOINTEES

1. **Mr. Himanshu Kapania**

a. *Background details*

Mr. Himanshu Kapania holds a Bachelor's degree in Engineering from the Birla Institute of Technology, Mesra, and has also done Post Graduate Diploma in Management (Marketing) from IIM, Bangalore. Mr. Kapania aged 56 years, was appointed as the Managing Director of the Company with effect from April 1, 2011 for a period of 5 years. He was re-appointed as the Managing Director with effect from April 1, 2016 for a further period of 5 years. Mr. Kapania has over 31 years of work experience and is a telecom veteran. He spearheaded IDEA to one of the top 3 telecom players in the Industry. Under his leadership, the Company has grown the fastest in the world's fastest growing mobile phone services market.

b. *Past Remuneration*

The details of past remuneration drawn by Mr. Himanshu Kapania is as under:

₹ Million

Particulars	FY 2015-16	FY 2014-15	FY 2013-14
Salary and allowances	84.21	82.88	71.11
Value of perquisites (other than Stock Options)	3.11	2.99	3.01
Perquisite Value of Stock Options	1.32	-	13.50
Retiral Benefits	2.01	1.93	1.85
<b>Total</b>	<b>90.65</b>	<b>87.80</b>	<b>89.48</b>

c. *Recognition or awards*

Mr. Himanshu Kapania has been consistently recognized for his leadership skills and was awarded the Voice & Data 'Telecom Person of the Year Award' in 2014 and the 'Outstanding CEO Award' by CEO India. 'Business Today' recognized him as the Best CEO (Telecom Category) 2013 and 2015 for his outstanding telecom contribution over last 2 years.

Mr. Kapania is also on the GSMA Board, which is an international body formulating and driving global GSM eco-system. He is also the Chairman of the Cellular Operators Association of India (COAI), an industry association of GSM mobile service providers in India.

d. *Job profile and his suitability*

Mr. Kapania has over 31 years of work experience and is a telecom veteran. He spearheaded IDEA to one of the top 3 telecom players in the Industry. Under his leadership, the Company has grown the fastest in the world's fastest growing mobile phone services market. He has led IDEA's foray into the wireless broadband business, readying it for the next wave of growth.

Mr. Kapania, joined IDEA in September, 2006 as Chief Operating Officer in-charge of the telecom circles in Southern and Western region of India. During this period, he has successfully led the numerous new circle roll outs and had undertaken several strategic initiatives contributing to the growth of the Company. He had also earlier worked with IDEA from February, 1997 to October, 2003 and was in-charge of the telecom circles of Gujarat and Delhi.

e. *Remuneration proposed*

The remuneration paid / proposed to be paid is detailed hereinabove in the explanatory statement.

f. *Comparative remuneration with respect to industry, size of the company, profile of the position and person*

The proposed remuneration is comparable and commensurate with the size and nature of the business of the Company and the responsibility of the appointee.

g. *Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any*

In addition to the remuneration and perquisites detailed above, Mr. Himanshu Kapania holds 4,34,375 equity shares in the Company. Mr. Himanshu Kapania is also entitled to stock options under the Company's employee stock option schemes.

In terms of Company's Employee Stock Option Scheme, 2006, Mr. Himanshu Kapania (while he was an employee and not as Managing Director) has been granted 267,500 stock options (Tranche I) on December 31, 2007, exercisable at an exercise price of ₹ 39.30 per option and 66,875 stock options (Tranche II) on July 24, 2008, exercisable at an exercise price of ₹ 45.55 per option. All the stock options have been vested and exercised by Mr. Kapania.

Further, in terms of Employee Stock Option Scheme, 2013, Mr. Himanshu Kapania has been granted 1,893,740 stock options (Options) exercisable at an exercise price of ₹ 126.45 per Option and 533,333 Restricted Stock Units (RSU) exercisable at an exercise price of ₹ 10/- per RSU on February 11, 2014. Further on February 11, 2017, additional 1,57,812 Options exercisable at an exercise price of ₹ 110.45 per Option and 44,444 RSUs exercisable at an exercise price of ₹ 10/- per RSU were granted. These Options would vest in 4 equal annual instalments after one year of the grant and the RSUs will vest after 3 years from the date of grant. Till March, 2017, Mr. Kapania has exercised 80,000 Options and 70,000 RSUs.

Apart from the above, he has no other pecuniary relationship directly or indirectly with the Company or its managerial personnel.

## 2. Mr. Akshaya Moondra

### a. Background details

Mr. Akshaya Moondra is a Chartered Accountant and a licentiate Company Secretary and has around 31 years of professional experience across various business in the Aditya Birla Group. He has also successfully completed Advance Management Programmes from Harvard Business School in 2014. Mr. Akshaya Moondra, has been associated with Aditya Birla Group since 1986. He joined the Company as Chief Financial Officer in 2008, after spending two decades in various Aditya Birla Group companies in Thailand, including South East Pulp, Thai Rayon, Thai Epoxy and Thai Acrylic Fibre (TAF).

### b. Past Remuneration

The details of past remuneration drawn by Mr. Akshaya Moondra is as under:

	₹ Million		
Particulars	FY 2015-16	FY 2014-15	FY 2013-14
Salary and allowances	21.08	19.46	16.69
Value of perquisites (other than Stock Options)	0.80	0.31	0.31
Perquisite Value of Stock Options	-	6.27	6.51
Retiral Benefits	0.46	0.46	0.46
<b>Total</b>	<b>22.34</b>	<b>26.50</b>	<b>23.97</b>

### c. Recognition or awards

Mr. Moondra has been recognized in the best CFO category for telecom sector across Asia by "Institutional Investor" magazine several times and in the best category for all India Corporates by "Finance Asia" in 2015.



d. *Job profile and his suitability*

Mr. Moondra has over 31 years of work experience in the field of Finance and Commercial. He has steered Idea's finance function through a strong phase of business growth and turbulence. He led Idea's participation in all the five spectrum auctions with a total investment of around ₹ 61,000 crores.

h. *Remuneration proposed*

The remuneration paid / proposed to be paid is detailed hereinabove in the explanatory statement.

i. *Comparative remuneration with respect to industry, size of the company, profile of the position and person*

The proposed remuneration is comparable and commensurate with the size and nature of the business of the Company and the responsibility of the appointee.

j. *Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any*

In addition to the remuneration and perquisites detailed above, Mr. Akshaya Moondra holds 2,77,444 equity shares in the Company. Mr. Akshaya Moondra is also entitled to options under the Company's employee stock option plan.

In terms of Company's Employee Stock Option Scheme, 2006, Mr. Akshaya Moondra has been granted 107,000 stock options (Tranche II) on July 24, 2008, exercisable at an exercise price of ₹ 45.55 per option and 53,500 stock options (Tranche III) on December 22, 2009, exercisable at an exercise price of ₹ 57.55 per option. All the stock options have been vested and exercised by Mr. Moondra.

Further, in terms of Employee Stock Option Scheme, 2013, Mr. Akshaya Moondra has been granted 297,885 stock options (Options) exercisable at an exercise price of ₹ 126.45 per Option and 146,944 Restricted Stock Units (RSU) exercisable at an exercise price of ₹ 10/- per RSU on February 11, 2014. These Options would vest in 4 equal annual instalments after one year of the grant and the RSUs will vest after 3 years from the date of grant. Till March, 2017, Mr. Moondra has exercised 146,944 RSUs.

Apart from the above, he has no other pecuniary relationship directly or indirectly with the Company or its managerial personnel.

### III. OTHER INFORMATION

1. *Reasons for loss or inadequate profits*

The Indian wireless industry witnessed an unprecedented disruption in the second half of the year on account of free voice and mobile data promotions by a new entrant. The October 2016 to March 2017 period can be best described as 'Period of Telecom Discontinuity', changing mobility business parameters significantly. Consequently, the revenue KPIs and financial parameters for all mobile operators have sharply declined in H2 FY 17.

As a result of this industry upheaval, the standalone revenue of your Company dropped to an unforeseen level of ₹ 354,757 Mn, registering the first ever annual revenue decline of 1.4%. The EBITDA fell to ₹ 102,919 Mn, registering a decline of 14.7% over the previous year. The Net Loss of the Company for the Financial Year March 31, 2017 stood at ₹ 8,311 Mn, as compared to Net Profit of ₹ 26,463 Mn, for the previous year.

2. *Steps taken or proposed to be taken for improvement*

Your Company continues to maintain and strengthen its market position both in terms of Revenue and Subscribers. Despite the free voice and data services by new operator your Company continues to maintain its attractiveness for subscribers. The Company is also opening multiple vistas for growth in Broadband, Digital Content and Payment Services etc. Further, your Company after launch of its 4G services on December 23, 2015 has rapidly expanded its presence and as on March 31, 2017, offers 4G Services in 19 service areas on its own spectrum and is slated to introduce 4G services in 20<sup>th</sup> service area of Mumbai telecom service area in May, 2017.

3. *Expected increase in productivity and profits in measurable terms*

The industry is expected to come back on growth trajectory once the free services by the new entrant come to an end. The industry is moving towards consolidation with several mergers having been announced, including announcement of merger of Vodafone India with your Company. With this consolidation profitability of industry is expected to improve. The company remains confident to capitalise on the emerging opportunities in mobile voice, digital content, mobile banking and wireless data business as telecom market invariably moves towards consolidation.

#### **IV. DISCLOSURES**

1. *The Shareholders of the Company shall be informed of the remuneration package of the managerial person:*

The details are furnished in the resolution(s).

2. *Other Disclosures:*

On March 20, 2017, the Company announced a merger between Vodafone India and Idea Cellular Limited (the Company). The two companies will combine their operations in India (excluding Vodafone's 42% stake in Indus Towers) to create India's largest telecom operator. The combined company would become the leading communication provider in India with ~ 400 million customers, 35% Customer Market Share and 41% Revenue Market Share (based on Q3FY17 TRAI release). The merger transaction is subject to approval from the relevant regulatory authorities and Idea's shareholders.

**Profile of Directors seeking appointment / re-appointment at the 22<sup>nd</sup> Annual General Meeting pursuant to Secretarial Standards on General Meeting (SS-II) and Regulation 36(3) of the Listing Regulations:**

<b>Name of Director</b>	Mrs. Rajashree Birla	<b>Dr. Shridhir Sariputta Hansa Wijayasuriya</b>	<b>Mrs. Alka Marezban Bharucha</b>	<b>Mr. Baldev Raj Gupta</b>
<b>Director Identification Number (DIN)</b>	00022995	00363174	00114067	00020066
<b>Date of Birth / Age</b>	September 15, 1945 / 71 years	April 02, 1968 / 49 years	March 06, 1957 / 60 years	February 15, 1940 / 77 years
<b>Date of first Appointment</b>	June 20, 2006	January 29, 2013	December 26, 2016	May 13, 2017
<b>Expertise in specific General Functional area</b>	Industrialist	Wide experience in Telecom Industry and Business Management	Solicitor	Rich and varied experience in fields of Insurance and management
<b>Qualification</b>	Bachelor of Arts	<ol style="list-style-type: none"> <li>1. M.A. from University of Cambridge (UK)</li> <li>2. M.B.A. from University of Warwick (UK)</li> <li>3. Ph.D. from University of Bristol (UK)</li> <li>4. Chartered Engineer (UK)</li> </ol>	<ol style="list-style-type: none"> <li>1. B.A. (Hons) from Mumbai University</li> <li>2. L.L.B (Mumbai University)</li> <li>3. L.L.M. (University of London)</li> </ol>	M.A. (English), LL.B., FIII
<b>Shareholding in the Company</b>	NIL	NIL	NIL	NIL
<b>Relationship with Other Director/KMPs</b>	Mr. Kumar Mangalam Birla (Son)	None	None	None
<b>No. of Board meetings held during the tenure and attended by the Director during FY 16-17</b>	6 / 7	5 / 7	3 / 3	Not Applicable
<b>List of outside Directorships held (Public Limited Companies)</b>	<ol style="list-style-type: none"> <li>1. Grasim Industries Ltd.</li> <li>2. Aditya Birla Nuvo Ltd.</li> <li>3. Hindalco Industries Ltd.</li> <li>4. Aditya Birla Health Services Ltd.</li> <li>5. UltraTech Cement Ltd.</li> <li>6. Century Textiles and Industries Ltd.</li> <li>7. Century Enka Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Aditya Birla Finance Ltd.</li> <li>2. Birla Sun Life Asset Management Company Ltd.</li> <li>3. UltraTech Cement Ltd.</li> <li>4. Honda Cars India Ltd.</li> <li>5. Honda Siel Power Products Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Aditya Birla Nuvo Ltd.</li> <li>2. HOV Services Ltd.</li> <li>3. JBF Industries Ltd.</li> <li>4. JBF Petrochemicals Ltd.</li> <li>5. Idea Cellular Services Ltd.</li> <li>6. Idea Cellular Infrastructure Services Ltd.</li> <li>7. Idea Telesystems Ltd.</li> <li>8. Aditya Birla Telecom Ltd.</li> <li>9. Aditya Birla Finance Ltd.</li> </ol>	

**Profile of Directors seeking appointment / re-appointment at the 22<sup>nd</sup> Annual General Meeting pursuant to Secretarial Standards on General Meeting (SS-II) and Regulation 36(3) of the Listing Regulations:**

Name of Director	Mrs. Rajashree Birla	Dr. Shridhir Sariputta Hansa Wijayasuriya	Mrs. Alka Marezban Bharucha	Mr. Baldev Raj Gupta
<b>Chairman/ Member of the Committee of the Board of Directors of the Company</b>	Corporate Social Responsibility Committee (Chairperson)	Audit Committee (Member)	Audit Committee (Member)	None
<b>Chairman/ Member of the Committee of Directors of other Public Limited Companies in which he/ she is a Director</b> <b>a) Audit Committee</b>	None	None	<ol style="list-style-type: none"> <li>1. Honda Siel Power Products Ltd. (Member)</li> <li>2. Honda Cars India Ltd. (Chairperson)</li> <li>3. UltraTech Cement Ltd. (Member)</li> </ol>	<ol style="list-style-type: none"> <li>1. JBF Industries Ltd. (Chairman)</li> <li>2. JBF Petrochemicals Ltd. (Chairman)</li> <li>3. HOV Services Ltd. (Chairman)</li> <li>4. Aditya Birla Nuvo Ltd. (Member)</li> <li>5. Idea Cellular Services Ltd. (Member)</li> <li>6. Idea Cellular Infrastructure Services Ltd. (Member)</li> <li>7. Idea Telesystems Ltd. (Member)</li> <li>8. Aditya Birla Telecom Ltd. (Member)</li> </ol>
<b>b) Stakeholders' Relationship Committee</b>	None	None	None	<ol style="list-style-type: none"> <li>1. JBF Industries Ltd. (Chairman)</li> <li>2. HOV Services Ltd. (Chairman)</li> </ol>



# IDEA CELLULAR LIMITED

CIN: L32100GJ1996PLC030976

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

E-mail: shs@idea.adityabirla.com, Website: www.ideacellular.com

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

## PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

### ANNUAL GENERAL MEETING - 30<sup>th</sup> June, 2017 at 4.00 P.M.

Name of the Member(s) :	
Registered address :	
E-mail ID :	
Folio No/DP ID Client ID :	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

- Name: \_\_\_\_\_  
of E-mail ID \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him / her
- Name: \_\_\_\_\_  
of E-mail ID \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him / her
- Name: \_\_\_\_\_  
of E-mail ID \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> Annual General Meeting of the Company, to be held on Friday, the 30<sup>th</sup> day of June, 2017 at 4:00 p.m. at Cambay Sapphire (Formerly Cambay Spa and Resort), Plot No. 22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar – 382 044, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
1.	Adoption of Audited Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended March 31, 2017, together with the Reports of the Board of Directors' and Auditors' thereon		
2.	Re-appointment of Mrs. Rajashree Birla, Director retiring by rotation		



Resolution No.	Resolutions	Optional*	
		For	Against
3.	Re-appointment of Dr. Shridhir Sariputta Hansa Wijayasuriya, Director retiring by rotation		
4.	Appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W / E300004), as the Statutory Auditors of the Company		
5.	Remuneration of Cost Auditors		
6.	Issue of Non-Convertible Securities on Private Placement Basis		
7.	Approval of Material Related Party Transaction(s) with Indus Towers Limited		
8.	Appointment of Mrs. Alka Marezban Bharucha as an Independent Director		
9.	Appointment of Mr. Baldev Raj Gupta as an Independent Director		
10.	Waiver of Recovery of Excess Managerial Remuneration paid to Mr. Himanshu Kapania, Managing Director for the period April 1, 2016 to March 31, 2017		
11.	Payment of Remuneration to Mr. Himanshu Kapania, Managing Director of the Company for the period April 1, 2017 to March 31, 2019		
12.	Payment of Remuneration to Mr. Akshaya Moondra, Whole-Time Director and Chief Financial Officer for the period July 8, 2016 to March 31, 2019		
13.	Alteration of Articles of Association of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix Re.1/- Revenue Stamp
-------------------------------------

**Notes:**

- 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.**
  - A proxy need not be a Member of the Company.
  - 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.
  - 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.
  - 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.

# FORM FOR UPDATION/REGISTRATION OF E-MAIL ADDRESS

Idea Cellular Limited  
Suman Tower,  
Plot No. 18, Sector - 11,  
Gandhinagar-382 011  
Gujarat

## Sending of Notices, Annual Reports and Accounts & other documents through Electronic Mode

Dear Sirs,

I hereby update/register my e-mail address provided below for receiving the Notices, Annual Reports and Accounts and other documents from the Company through electronic mode:-

E-mail Address: .....

Name of the Sole /First Holder: .....

DP ID/Client ID/ Registered Folio No.: .....

### Contact Nos.:

Mobile: .....

Landline: .....

.....  
**Signature of the Sole/First Holder**

Date: .....

### Notes:

- (1) The Notices, Annual Reports and Accounts and other documents are sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories.
- (2) This Form can also be downloaded from the Company's website [www.ideacellular.com](http://www.ideacellular.com).

**THIS PAGE HAS BEEN INTENTIONALLY KEPT BLANK**



## IDEA CELLULAR LIMITED

CIN: L32100GJ1996PLC030976

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

**E-mail:** shs@idea.adityabirla.com, **Website:** www.ideacellular.com

**Tel.:** + 91-79-66714000, **Fax:** + 91-79-23232251

### ATTENDANCE SLIP

(to be handed over at the registration counter)

#### 22<sup>nd</sup> Annual General Meeting

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

I / We hereby record my / our presence at the 22<sup>nd</sup> Annual General Meeting of the Company on Friday, 30<sup>th</sup> June, 2017 at 4.00 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

# Route Map for Venue of Annual General Meeting

