

22<sup>nd</sup> December, 2018

**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: Proceedings and Voting Results of 23rd Annual General Meeting  
[Regulation 30 and Regulation 44 of the SEBI (LODR) Regulations, 2015]**

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

The 23<sup>rd</sup> Annual General Meeting (AGM) of the Company was held on Saturday, 22<sup>nd</sup> December, 2018 at 12:30 P.M. at Cambay Sapphire, Plot No. 22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar – 382 044, Gujarat.

In terms of the provisions of the Companies Act, 2013 and Rules made thereunder and provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), the Company had provided remote E-Voting facility and electronic voting facility at the venue of the AGM.

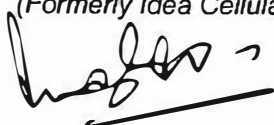
In this regard, please find enclosed the following:

1. Proceedings of the AGM of the Company as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") – **Annexure - 1**;
2. Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations – **Annexure - 2**; and
3. Report of the Scrutinizer dated December 22, 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure - 3**.

The Voting Results alongwith the Scrutinizer's Report is also made available on the website of the Company at [www.vodafoneidea.com](http://www.vodafoneidea.com) / [www.ideacellular.com](http://www.ideacellular.com).

Thanking you,

Yours truly,  
For **Vodafone Idea Limited**  
(Formerly *Idea Cellular Limited*)



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



Encl: As above



**SUMMARY OF PROCEEDINGS OF THE 23<sup>RD</sup> ANNUAL GENERAL MEETING OF VODAFONE IDEA LIMITED (FORMERLY IDEA CELLULAR LIMITED) HELD ON 22<sup>ND</sup> DECEMBER, 2018**

The 23rd Annual General Meeting (AGM) of the members of Vodafone Idea Limited (*Formerly Idea Cellular Limited*) ('the Company'), was held on Saturday, 22<sup>nd</sup> December, 2018 at 12:30 P.M. at Cambay Sapphire, Plot No. 22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar – 382 044, Gujarat.

Mr. Kumar Mangalam Birla, Chairman of the Board of Directors took the Chair. The Chairman declared that the requisite quorum was present and called the meeting to order.

The Chairman introduced the Directors and the Senior Management present on the dias.

The Chairman then informed the members that in compliance with the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided to all its members, the facility to cast their votes electronically on all the resolutions set forth in the Notice. He further informed that, members who were present at the AGM and had not cast their votes earlier were provided an opportunity to cast their votes at the venue of the AGM. He also informed that remote e-voting commenced on December 19, 2018 and ended on December 21, 2018 and Mr. Umesh Ved, proprietor of Umesh Ved & Associates, practicing Company Secretaries, was appointed as the Scrutinizer to scrutinize the remote E-voting process as well as the "at venue e-voting" to be conducted at the venue of the AGM.

The Chairman addressed the members and briefed on the items of ordinary and special business to be transacted at the AGM.

With the consent of the members, the notice dated 14<sup>th</sup> November, 2018 convening the AGM was taken as read.

Thereafter, the Chairman addressed the members and apprised on the Indian Economy, Telecom Industry and performance of the Company for the Financial Year 2017-18. He also informed the members on completion of the merger of Vodafone Indian entities with the Company and change of name of the Company from Idea Cellular Limited to Vodafone Idea Limited.

The queries raised by the members were duly replied by the Chairman and CEO.

Thereafter, the following resolutions as set out in the Notice convening the AGM were proposed and seconded by the Members:

Item No.	Agenda	Resolution	Mode of Voting	Remarks
1.	Adoption of the Audited Financial Statements and the Audited Consolidated Financial	Ordinary	Remote E-Voting and Electronic	Passed with requisite majority



Item No.	Agenda	Resolution	Mode of Voting		Remarks
	Statements for the year ended March 31, 2018 together with the Report of Directors' and Auditors' thereon		Voting venue	at AGM	
2.	Re-appointment of Mr. Kumar Mangalam Birla, Director retiring by rotation	Ordinary	Remote and Voting venue	E-Voting Electronic at AGM	Passed with requisite majority
3.	Approval and Ratification of remuneration of Cost Auditors viz. M/s. Sanjay Gupta & Associates, Cost Accountants for the financial year 2018-19	Ordinary	Remote and Voting venue	E-Voting Electronic at AGM	Passed with requisite majority
4.	Appointment of Mr. D. Bhattacharya, as Non-Executive Director liable to retire by rotation	Ordinary	Remote and Voting venue	E-Voting Electronic at AGM	Passed with requisite majority
5.	Appointment of Mr. Ravinder Takkar, as Non-Executive Director liable to retire by rotation	Ordinary	Remote and Voting venue	E-Voting Electronic at AGM	Passed with requisite majority
6.	Appointment of Mr. Thomas Reisten, as Non-Executive Director liable to retire by rotation	Ordinary	Remote and Voting venue	E-Voting Electronic at AGM	Passed with requisite majority
7.	Appointment of Mr. Vivek Badrinath, as Non-Executive Director liable to retire by rotation	Ordinary	Remote and Voting venue	E-Voting Electronic at AGM	Passed with requisite majority
8.	Appointment of Mr. Arun Adhikari, as an Independent Director of the Company for a term of 3 years with effect from August 31, 2018	Ordinary	Remote and Voting venue	E-Voting Electronic at AGM	Passed with requisite majority
9.	Appointment of Mr. Ashwani Windlass, as an Independent Director of the Company for a term of 3 years with effect from August 31, 2018	Ordinary	Remote and Voting venue	E-Voting Electronic at AGM	Passed with requisite majority
10.	Appointment of Ms. Neena Gupta, as an Independent Director of the Company for a term of 3 years with effect from September 17, 2018	Ordinary	Remote and Voting venue	E-Voting Electronic at AGM	Passed with requisite majority
11.	Approval of Material Related Party Transaction with Indus Towers Limited	Ordinary	Remote and Voting venue	E-Voting Electronic at AGM	Passed with requisite majority



Item No.	Agenda	Resolution	Mode of Voting	Remarks
12.	Approval of Vodafone Idea Limited Employee Stock Option Scheme 2018 as per salient features contained in the resolution	Special	Remote and E-Voting at AGM Electronic Voting venue	Passed with requisite majority
13.	Extension of benefits and coverage of Vodafone Idea Limited Employee Stock Option Scheme 2018 to employees of subsidiary companies	Special	Remote and E-Voting at AGM Electronic Voting venue	Passed with requisite majority
14.	Approval of use of trust route for implementation of Vodafone Idea Limited Employee Stock Option Scheme 2018	Special	Remote and E-Voting at AGM Electronic Voting venue	Passed with requisite majority
15.	Approval of appointment of Mr. Balesh Sharma as Chief Executive Officer of the Company	Special	Remote and E-Voting at AGM Electronic Voting venue	Passed with requisite majority

Thereafter, the Chairman announced voting to be taken electronically (“at venue e-voting”) and requested Mr. Umesh Ved, Practicing Company Secretary, the Scrutinizer for the orderly conduct of the voting. The “at venue e-voting” was completed for all the resolutions by the shareholders present in person or by proxy.

The Chairman then announced that the consolidated e-voting results (remote e-voting and at venue e-voting) alongwith the consolidated scrutinizer’s report shall be informed to the Stock Exchanges and also be available on the website of the Company and the registered office.

The meeting concluded at 1:25 P.M.

The Scrutinizers’ report was received post conclusion of the meeting. All the Resolutions have been passed with the requisite majority.

This is for your information and record.

Thanking you,

Yours truly,  
For **Vodafone Idea Limited**



**Pankaj Kapdeo**  
Company Secretary



Date: 22<sup>nd</sup> December, 2018



<b>Vodafone Idea Limited</b> (Formerly Idea Cellular Limited)	
Voting Results as per Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	
Date of AGM	22nd December, 2018
Total number of shareholders on Record Date	318848
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	20
Public	104
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	0
Public	0

Given below is the agenda wise combined result of Remote E-Voting and Electronic Voting conducted at the venue:

Resolution No. 1								
Resolution Required (Ordinary / Special)		Ordinary Adoption of the Audited Financial Statements and the Audited Consolidated Financial Statements for the year ended March 31, 2018 together with the Report of Directors' and Auditors' thereon						
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	-	100.00%	0.00%
	Poll		3,955,576,455	63.49%	3,955,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,230,680,176</b>	<b>6,230,680,176</b>	<b>100.00%</b>	<b>6,230,680,176</b>	<b>-</b>	<b>100.00%</b>
Public – Institutions	E-Voting	1,604,317,339	1,156,686,886	72.10%	1,156,686,886	-	100.00%	0.00%
	Poll		-	0.00%	-	-	0.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>1,604,317,339</b>	<b>1,156,686,886</b>	<b>72.10%</b>	<b>1,156,686,886</b>	<b>-</b>	<b>100.00%</b>
Public-Non-Institutions	E-Voting	900,389,227	433,240	0.05%	430,435	2,805	99.35%	0.65%
	Poll		713,324,267	79.22%	713,323,624	643	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>900,389,227</b>	<b>713,757,507</b>	<b>79.27%</b>	<b>713,754,059</b>	<b>3,448</b>	<b>100.00%</b>
<b>Total</b>		<b>8,735,386,742</b>	<b>8,101,124,569</b>	<b>92.74%</b>	<b>8,101,121,121</b>	<b>3,448</b>	<b>100.00%</b>	<b>0.00%</b>



**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

Resolution No. 2								
Resolution Required (Ordinary / Special)		Ordinary Re-appointment of Mr. Kumar Mangalam Birla, Director retiring by rotation						
Whether promoter / promoter group are interested in the agenda / resolution		Yes						
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	-	100.00%	0.00%
	Poll		3,955,576,455	63.49%	3,955,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,230,680,176</b>	<b>6,230,680,176</b>	<b>100.00%</b>	<b>6,230,680,176</b>	<b>-</b>	<b>100.00%</b>
Public – Institutions	E-Voting	1,604,317,339	1,164,869,977	72.61%	937,462,299	227,407,678	80.48%	19.52%
	Poll		-	0.00%	-	-	0.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>1,604,317,339</b>	<b>1,164,869,977</b>	<b>72.61%</b>	<b>937,462,299</b>	<b>227,407,678</b>	<b>80.48%</b>
Public-Non-Institutions	E-Voting	900,389,227	433,047	0.05%	430,648	2,399	99.45%	0.55%
	Poll		713,324,192	79.22%	713,323,549	643	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>900,389,227</b>	<b>713,757,239</b>	<b>79.27%</b>	<b>713,754,197</b>	<b>3,042</b>	<b>100.00%</b>
<b>Total</b>		<b>8,735,386,742</b>	<b>8,109,307,392</b>	<b>92.83%</b>	<b>7,881,896,672</b>	<b>227,410,720</b>	<b>97.20%</b>	<b>2.80%</b>

Resolution No. 3								
Resolution Required (Ordinary / Special)		Ordinary Approval and Ratification of remuneration of Cost Auditors viz. M/s Sanjay Gupta & Associates, Cost Accountants, for the financial year 2018-19						
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	-	100.00%	0.00%
	Poll		3,955,576,455	63.49%	3,955,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,230,680,176</b>	<b>6,230,680,176</b>	<b>100.00%</b>	<b>6,230,680,176</b>	<b>-</b>	<b>100.00%</b>
Public – Institutions	E-Voting	1,604,317,339	1,164,869,977	72.61%	1,164,869,977	-	100.00%	0.00%
	Poll		-	0.00%	-	-	0.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>1,604,317,339</b>	<b>1,164,869,977</b>	<b>72.61%</b>	<b>1,164,869,977</b>	<b>-</b>	<b>100.00%</b>
Public-Non-Institutions	E-Voting	900,389,227	431,269	0.05%	424,195	7,074	98.36%	1.64%
	Poll		713,324,192	79.22%	713,323,549	643	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>900,389,227</b>	<b>713,755,461</b>	<b>79.27%</b>	<b>713,747,744</b>	<b>7,717</b>	<b>100.00%</b>
<b>Total</b>		<b>8,735,386,742</b>	<b>8,109,305,614</b>	<b>92.83%</b>	<b>8,109,297,897</b>	<b>7,717</b>	<b>100.00%</b>	<b>0.00%</b>





Resolution No. 4								
Resolution Required (Ordinary / Special)		Ordinary Appointment of Mr. D. Bhattacharya, as Non-Executive Director liable to retire by rotation						
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	-	100.00%	0.00%
	Poll		3,955,576,455	63.49%	3,955,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,230,680,176</b>	<b>6,230,680,176</b>	<b>100.00%</b>	<b>6,230,680,176</b>	<b>-</b>	<b>100.00%</b>
Public – Institutions	E-Voting	1,604,317,339	1,164,869,977	72.61%	1,092,891,894	71,978,083	93.82%	6.18%
	Poll		-	0.00%	-	-	0.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>1,604,317,339</b>	<b>1,164,869,977</b>	<b>72.61%</b>	<b>1,092,891,894</b>	<b>71,978,083</b>	<b>93.82%</b>
Public-Non-Institutions	E-Voting	900,389,227	435,542	0.05%	430,123	5,419	98.76%	1.24%
	Poll		713,324,192	79.22%	713,323,549	643	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>900,389,227</b>	<b>713,759,734</b>	<b>79.27%</b>	<b>713,753,672</b>	<b>6,062</b>	<b>100.00%</b>
<b>Total</b>		<b>8,735,386,742</b>	<b>8,109,309,887</b>	<b>92.83%</b>	<b>8,037,325,742</b>	<b>71,984,145</b>	<b>99.11%</b>	<b>0.89%</b>

Resolution No. 5								
Resolution Required (Ordinary / Special)		Ordinary Appointment of Mr. Ravinder Takkar, as Non-Executive Director liable to retire by rotation						
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	-	100.00%	0.00%
	Poll		3,955,576,455	63.49%	3,955,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,230,680,176</b>	<b>6,230,680,176</b>	<b>100.00%</b>	<b>6,230,680,176</b>	<b>-</b>	<b>100.00%</b>
Public – Institutions	E-Voting	1,604,317,339	1,164,869,977	72.61%	1,107,813,453	57,056,524	95.10%	4.90%
	Poll		-	0.00%	-	-	0.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>1,604,317,339</b>	<b>1,164,869,977</b>	<b>72.61%</b>	<b>1,107,813,453</b>	<b>57,056,524</b>	<b>95.10%</b>
Public-Non-Institutions	E-Voting	900,389,227	431,358	0.05%	425,751	5,607	98.70%	1.30%
	Poll		713,324,192	79.22%	713,323,549	643	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>900,389,227</b>	<b>713,755,550</b>	<b>79.27%</b>	<b>713,749,300</b>	<b>6,250</b>	<b>100.00%</b>
<b>Total</b>		<b>8,735,386,742</b>	<b>8,109,305,703</b>	<b>92.83%</b>	<b>8,052,242,929</b>	<b>57,062,774</b>	<b>99.30%</b>	<b>0.70%</b>



Resolution No. 6								
Resolution Required (Ordinary / Special)		Ordinary Appointment of Mr. Thomas Reisten, as Non-Executive Director liable to retire by rotation						
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	-	100.00%	0.00%
	Poll		3,955,576,455	63.49%	3,955,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		6,230,680,176	6,230,680,176	100.00%	6,230,680,176	-	100.00%
Public – Institutions	E-Voting	1,604,317,339	1,164,869,977	72.61%	1,092,891,894	71,978,083	93.82%	6.18%
	Poll		-	0.00%	-	-	0.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		1,604,317,339	1,164,869,977	72.61%	1,092,891,894	71,978,083	93.82%
Public-Non-Institutions	E-Voting	900,389,227	430,858	0.05%	424,742	6,116	98.58%	1.42%
	Poll		713,324,192	79.22%	713,323,549	643	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		900,389,227	713,755,050	79.27%	713,748,291	6,759	100.00%
<b>Total</b>		<b>8,735,386,742</b>	<b>8,109,305,203</b>	<b>92.83%</b>	<b>8,037,320,361</b>	<b>71,984,842</b>	<b>99.11%</b>	<b>0.89%</b>

Resolution No. 7								
Resolution Required (Ordinary / Special)		Ordinary Appointment of Mr. Vivek Badrinath, as Non-Executive Director liable to retire by rotation						
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	-	100.00%	0.00%
	Poll		3,955,576,455	63.49%	3,955,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		6,230,680,176	6,230,680,176	100.00%	6,230,680,176	-	100.00%
Public – Institutions	E-Voting	1,604,317,339	1,164,869,977	72.61%	1,095,716,275	69,153,702	94.06%	5.94%
	Poll		-	0.00%	-	-	0.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		1,604,317,339	1,164,869,977	72.61%	1,095,716,275	69,153,702	94.06%
Public-Non-Institutions	E-Voting	900,389,227	431,359	0.05%	425,993	5,366	98.76%	1.24%
	Poll		713,324,192	79.22%	713,323,549	643	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		900,389,227	713,755,551	79.27%	713,749,542	6,009	100.00%
<b>Total</b>		<b>8,735,386,742</b>	<b>8,109,305,704</b>	<b>92.83%</b>	<b>8,040,145,993</b>	<b>69,159,711</b>	<b>99.15%</b>	<b>0.86%</b>





Resolution No. 8								
Resolution Required (Ordinary / Special)		Ordinary Appointment of Mr. Arun Adhikari, as an Independent Director of the Company for a term of 3 years with effect from August 31, 2018						
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	-	100.00%	0.00%
	Poll		3,955,576,455	63.49%	3,955,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		6,230,680,176	6,230,680,176	100.00%	6,230,680,176	-	100.00%
Public – Institutions	E-Voting	1,604,317,339	1,164,869,977	72.61%	1,148,031,110	16,838,867	98.55%	1.45%
	Poll		-	0.00%	-	-	0.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		1,604,317,339	1,164,869,977	72.61%	1,148,031,110	16,838,867	98.55%
Public-Non-Institutions	E-Voting	900,389,227	430,639	0.05%	427,292	3,347	99.22%	0.78%
	Poll		713,324,192	79.22%	713,323,549	643	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		900,389,227	713,754,831	79.27%	713,750,841	3,990	100.00%
<b>Total</b>		<b>8,735,386,742</b>	<b>8,109,304,984</b>	<b>92.83%</b>	<b>8,092,462,127</b>	<b>16,842,857</b>	<b>99.79%</b>	<b>0.21%</b>

Resolution No. 9								
Resolution Required (Ordinary / Special)		Ordinary Appointment of Mr. Ashwani Windlass, as an Independent Director of the Company for a term of 3 years with effect from August 31, 2018						
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	2,046,763,495	32.85%	2,046,763,495	-	100.00%	0.00%
	Poll		3,955,576,455	63.49%	3,955,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		6,230,680,176	6,002,339,950	96.34%	6,002,339,950	-	100.00%
Public – Institutions	E-Voting	1,604,317,339	1,162,483,086	72.46%	1,137,798,200	24,684,886	97.88%	2.12%
	Poll		-	0.00%	-	-	0.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		1,604,317,339	1,162,483,086	72.46%	1,137,798,200	24,684,886	97.88%
Public-Non-Institutions	E-Voting	900,389,227	430,259	0.05%	427,154	3,105	99.28%	0.72%
	Poll		713,324,192	79.22%	713,323,549	643	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		900,389,227	713,754,451	79.27%	713,750,703	3,748	100.00%
<b>Total</b>		<b>8,735,386,742</b>	<b>7,878,577,487</b>	<b>90.19%</b>	<b>7,853,888,853</b>	<b>24,688,634</b>	<b>99.69%</b>	<b>0.31%</b>



Resolution No. 10								
Resolution Required (Ordinary / Special)		Ordinary Appointment of Ms. Neena Gupta, as an Independent Director of the Company for a term of 3 years with effect from September 17, 2018						
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	-	100.00%	0.00%
	Poll		3,955,576,455	63.49%	3,955,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,230,680,176</b>	<b>6,230,680,176</b>	<b>100.00%</b>	<b>6,230,680,176</b>	<b>-</b>	<b>100.00%</b>
Public – Institutions	E-Voting	1,604,317,339	1,164,869,977	72.61%	1,164,869,977	-	100.00%	0.00%
	Poll		-	0.00%	-	-	0.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>1,604,317,339</b>	<b>1,164,869,977</b>	<b>72.61%</b>	<b>1,164,869,977</b>	<b>-</b>	<b>100.00%</b>
Public-Non-Institutions	E-Voting	900,389,227	430,682	0.05%	427,257	3,425	99.20%	0.80%
	Poll		713,324,192	79.22%	713,323,549	643	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>900,389,227</b>	<b>713,754,874</b>	<b>79.27%</b>	<b>713,750,806</b>	<b>4,068</b>	<b>100.00%</b>
<b>Total</b>		<b>8,735,386,742</b>	<b>8,109,305,027</b>	<b>92.83%</b>	<b>8,109,300,959</b>	<b>4,068</b>	<b>100.00%</b>	<b>0.00%</b>

Resolution No. 11								
Resolution Required (Ordinary / Special)		Ordinary Approval of Material Related Party Transaction with Indus Towers Limited						
Whether promoter / promoter group are interested in the agenda / resolution		Yes						
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	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,230,680,176</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public – Institutions	E-Voting	1,604,317,339	1,164,610,977	72.59%	1,164,610,977	-	100.00%	0.00%
	Poll		-	0.00%	-	-	0.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>1,604,317,339</b>	<b>1,164,610,977</b>	<b>72.59%</b>	<b>1,164,610,977</b>	<b>-</b>	<b>100.00%</b>
Public-Non-Institutions	E-Voting	900,389,227	430,882	0.05%	427,179	3,703	99.14%	0.86%
	Poll		712,147,386	79.09%	712,146,743	643	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>900,389,227</b>	<b>712,578,268</b>	<b>79.14%</b>	<b>712,573,922</b>	<b>4,346</b>	<b>100.00%</b>
<b>Total</b>		<b>8,735,386,742</b>	<b>1,877,189,245</b>	<b>21.49%</b>	<b>1,877,184,899</b>	<b>4,346</b>	<b>100.00%</b>	<b>0.00%</b>



Resolution No. 12								
Resolution Required (Ordinary / Special)		Special Approve of Vodafone Idea Limited Employee Stock Option Scheme 2018 as per salient features contained in the resolution						
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	-	100.00%	0.00%
	Poll		3,955,576,455	63.49%	3,955,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,230,680,176</b>	<b>6,230,680,176</b>	<b>100.00%</b>	<b>6,230,680,176</b>	<b>-</b>	<b>100.00%</b>
Public – Institutions	E-Voting	1,604,317,339	1,164,869,977	72.61%	494,980,070	669,889,907	42.49%	57.51%
	Poll		-	0.00%	-	-	0.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>1,604,317,339</b>	<b>1,164,869,977</b>	<b>72.61%</b>	<b>494,980,070</b>	<b>669,889,907</b>	<b>42.49%</b>
Public-Non-Institutions	E-Voting	900,389,227	431,359	0.05%	424,489	6,870	98.41%	1.59%
	Poll		713,324,192	79.22%	713,323,549	643	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>900,389,227</b>	<b>713,755,551</b>	<b>79.27%</b>	<b>713,748,038</b>	<b>7,513</b>	<b>100.00%</b>
<b>Total</b>		<b>8,735,386,742</b>	<b>8,109,305,704</b>	<b>92.83%</b>	<b>7,439,408,284</b>	<b>669,897,420</b>	<b>91.74%</b>	<b>8.26%</b>

Resolution No. 13								
Resolution Required (Ordinary / Special)		Special Extension of benefits and coverage of Vodafone Idea Limited Employee Stock Option Scheme 2018 to employees of subsidiary companies						
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	-	100.00%	0.00%
	Poll		3,955,576,455	63.49%	3,955,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,230,680,176</b>	<b>6,230,680,176</b>	<b>100.00%</b>	<b>6,230,680,176</b>	<b>-</b>	<b>100.00%</b>
Public – Institutions	E-Voting	1,604,317,339	1,164,869,977	72.61%	494,980,070	669,889,907	42.49%	57.51%
	Poll		-	0.00%	-	-	0.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>1,604,317,339</b>	<b>1,164,869,977</b>	<b>72.61%</b>	<b>494,980,070</b>	<b>669,889,907</b>	<b>42.49%</b>
Public-Non-Institutions	E-Voting	900,389,227	430,859	0.05%	423,965	6,894	98.40%	1.60%
	Poll		713,324,192	79.22%	713,323,549	643	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>900,389,227</b>	<b>713,755,051</b>	<b>79.27%</b>	<b>713,747,514</b>	<b>7,537</b>	<b>100.00%</b>
<b>Total</b>		<b>8,735,386,742</b>	<b>8,109,305,204</b>	<b>92.83%</b>	<b>7,439,407,760</b>	<b>669,897,444</b>	<b>91.74%</b>	<b>8.26%</b>





Resolution No. 14								
Resolution Required (Ordinary / Special)		Special Approve of use of trust route for Implementation of Vodafone Idea Limited Employee Stock Option Scheme 2018						
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	-	100.00%	0.00%
	Poll		3,955,576,455	63.49%	3,955,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,230,680,176</b>	<b>6,230,680,176</b>	<b>100.00%</b>	<b>6,230,680,176</b>	<b>-</b>	<b>100.00%</b>
Public – Institutions	E-Voting	1,604,317,339	1,164,869,977	72.61%	494,980,070	669,889,907	42.49%	57.51%
	Poll		-	0.00%	-	-	0.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>1,604,317,339</b>	<b>1,164,869,977</b>	<b>72.61%</b>	<b>494,980,070</b>	<b>669,889,907</b>	<b>42.49%</b>
Public-Non-Institutions	E-Voting	900,389,227	431,359	0.05%	424,434	6,925	98.39%	1.61%
	Poll		713,324,192	79.22%	713,323,549	643	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>900,389,227</b>	<b>713,755,551</b>	<b>79.27%</b>	<b>713,747,983</b>	<b>7,568</b>	<b>100.00%</b>
<b>Total</b>		<b>8,735,386,742</b>	<b>8,109,305,704</b>	<b>92.83%</b>	<b>7,439,408,229</b>	<b>669,897,475</b>	<b>91.74%</b>	<b>8.26%</b>

Resolution No. 15								
Resolution Required (Ordinary / Special)		Special Appointment of Mr. Baresh Sharma as Chief Executive Officer of the Company						
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	-	100.00%	0.00%
	Poll		3,955,576,455	63.49%	3,955,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>6,230,680,176</b>	<b>6,230,680,176</b>	<b>100.00%</b>	<b>6,230,680,176</b>	<b>-</b>	<b>100.00%</b>
Public – Institutions	E-Voting	1,604,317,339	1,164,869,977	72.61%	739,692,904	425,177,073	63.50%	36.50%
	Poll		-	0.00%	-	-	0.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>1,604,317,339</b>	<b>1,164,869,977</b>	<b>72.61%</b>	<b>739,692,904</b>	<b>425,177,073</b>	<b>63.50%</b>
Public-Non-Institutions	E-Voting	900,389,227	431,374	0.05%	425,586	5,788	98.66%	1.34%
	Poll		713,323,192	79.22%	713,322,549	643	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>900,389,227</b>	<b>713,754,566</b>	<b>79.27%</b>	<b>713,748,135</b>	<b>6,431</b>	<b>100.00%</b>
<b>Total</b>		<b>8,735,386,742</b>	<b>8,109,304,719</b>	<b>92.83%</b>	<b>7,684,121,215</b>	<b>425,183,504</b>	<b>94.76%</b>	<b>5.24%</b>





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

304, Shoppers Plaza-V, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad - 380 009.

Telefax : (O) +91 79 30024153/ 30070889-90 • Moblie +91 98250 35998

E mail : info@umeshvedcs.com, umeshvedcs.office@airtelmail.in • Website : www.umeshvedcs.com

**FORM NO. MGT-13**

**CONSOLIDATED SCRUTINIZER'S REPORT**

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

To,  
The Chairman,  
**VODAFONE IDEA LIMITED**  
(Formerly Known as Idea Cellular Limited)  
Suman Tower,  
Plot No.18, Sector-11,  
Gandhinagar – 382011.

**Re: Twenty Third Annual General Meeting (AGM) of Vodafone Idea Limited (Formerly Known as Idea Cellular Limited) held on Saturday, the 22<sup>nd</sup> December, 2018 at 12:30 p.m. at Cambay Sapphire (Formerly Cambay Spa and Resort), Plot No. 22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar – 382 044, Gujarat**

Dear Sir,

I, Umesh Ved, Proprietor of M/s. Umesh Ved & Associates, Company Secretaries, Ahmedabad, was appointed as Scrutinizer for the purpose of scrutinizing the Remote E-Voting process and voting at the Annual General Meeting (“AGM”) pursuant to Section 108 & 109 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014, as amended on the resolutions contained in the Notice to the 22<sup>nd</sup> AGM of the Members of “Vodafone Idea Limited” (Formerly known as Idea Cellular Limited) (the Company) held on Saturday, the 22<sup>nd</sup> December, 2018 at 12:30 p.m. at Cambay Sapphire (Formerly Cambay Spa and Resort), Plot No. 22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar – 382 044, Gujarat.

My responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer's Report of the vote cast “in favour” or “against” the resolution(s) based on the reports generated from the Remote e-voting system provided by the National Securities Depository Limited (“NSDL”) (the Agency/ service provider ) and the Electronic Tab Voting at the AGM.



I submit my report as under:

1. The shareholders of the Company holding shares as on the "cut-off" date 15<sup>th</sup> December, 2018, were entitled to vote on the proposed resolutions as set out in item nos. 1 to 15 in the Notice of the 23<sup>rd</sup> AGM of Vodafone Idea Limited (Formerly Known as Idea Cellular Limited).
2. The facility provided for Remote E-Voting commenced from 9.00 A.M. on Wednesday, the 19<sup>th</sup> December, 2018 and ended on 5.00 P.M. on Friday, the 21<sup>st</sup> December, 2018. The Remote E – voting facility was blocked thereafter.
3. At the venue of the AGM the facility to vote electronically Tab Voting was provided to facilitate those members present at the AGM who could not participate through Remote E-voting, to record their votes. After counting of the votes conducted at the venue of the AGM through electronic means process, the votes cast through Remote E- voting were unblocked by me in the presence of two witnesses, namely, Ms. Jasmin Majithia and Mr. Parshwa Shah who are not in employment of the company, They have signed below in confirmation of the votes being unblocked in their presence.

J. H. Majithia

Jasmin Majithia

Parshwa Shah

Parshwa Shah

4. The voting done through Remote E-voting and Electronic Tab Voting at the meeting were reconciled with the records maintained by the RTA and the authorizations / proxies lodged with the Company.
5. The result of the Remote e-voting as well as Electronic voting at the AGM is as under:
  - (a). **Ordinary Resolution** to receive, consider and adopt the Audited Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors' and Auditors' thereon





## Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	485	3432221042	99.9999
Tab Voting	113	4668900079	99.9999
Total	598	8101121121	99.9999

## Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	7	2805	0.0001
Tab Voting	1	643	0.0001
Total	8	3448	0.0001

(b) **Ordinary Resolution** to appoint a Director in place of Mr. Kumar Mangalam Birla (DIN: 00012813), who retires by rotation, and being eligible, offers himself for re-appointment

## Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	323	3212996668	93.3900
Tab Voting	112	4668900004	99.9999
Total	435	7881896672	97.1957

## Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	175	227410077	6.6100
Tab Voting	1	643	0.0001
Total	176	227410720	2.8043



(c) **Ordinary Resolution** for Ratification of remuneration payable to Cost Auditors

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	476	3440397893	99.9999
Tab Voting	112	4668900004	99.9999
Total	588	8109297897	99.9999

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	16	7074	0.0001
Tab Voting	1	643	0.0001
Total	17	7717	0.0001

(d) **Ordinary Resolution** for Appointment of Mr. D. Bhattacharya as Non-Executive Director

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	403	3368425738	97.9077
Tab Voting	112	4668900004	99.9999
Total	515	8037325742	99.1123

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	93	71983502	2.0923
Tab Voting	1	643	0.0001
Total	94	71984145	0.8877



(e) **Ordinary Resolution** for Appointment of Mr. Ravinder Takkar as Non-Executive Director

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	424	3383342925	98.3414
Tab Voting	112	4668900004	99.9999
Total	536	8052242929	99.2963

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	70	57062131	1.6586
Tab Voting	1	643	0.0001
Total	71	57062774	0.7037

(f) **Ordinary Resolution** for Appointment of Mr. Thomas Reisten as Non-Executive Director

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	396	3368420357	97.9077
Tab Voting	112	4668900004	99.9999
Total	508	8037320361	99.1123

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	97	71984199	2.0923
Tab Voting	1	643	0.0001
Total	98	71984842	0.8877





(g) **Ordinary Resolution for Appointment of Mr. Vivek Badrinath as Non-Executive Director**

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	404	3371245989	97.9898
Tab Voting	112	4668900004	99.9999
Total	516	8040145993	99.1472

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	91	69159068	2.0102
Tab Voting	1	643	0.0001
Total	92	69159711	0.8528

(h) **Ordinary Resolution for Appointment of Mr. Arun Adhikari as an Independent Director**

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	474	3423562123	99.5105
Tab Voting	112	4668900004	99.9999
Total	586	8092462127	99.7923

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	17	16842214	0.4895
Tab Voting	1	643	0.0001
Total	18	16842857	0.2077



(i) **Ordinary Resolution for Appointment of Mr. Ashwani Windlass as an Independent Director**

## Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	454	3184988849	99.2308
Tab Voting	112	4668900004	99.9999
Total	566	7853888853	99.6866

## Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	35	24687991	0.7692
Tab Voting	1	643	0.0001
Total	36	24688634	0.3134

(j) **Ordinary Resolution for Appointment of Ms. Neena Gupta as an Independent Director**

## Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	481	3440400955	99.9999
Tab Voting	112	4668900004	99.9999
Total	593	8109300959	99.9999

## Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	11	3425	0.0001
Tab Voting	1	643	0.0001
Total	12	4068	0.0001



(k) **Ordinary Resolution for Approval of Material Related Party Transactions**

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	473	1165038156	99.9997
Tab Voting	86	712146743	99.9999
Total	559	1877184899	99.9999

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	11	3703	0.0003
Tab Voting	1	643	0.0001
Total	12	4346	0.0001

(l) **Special Resolution to approve and adopt Vodafone Idea Limited Employee Stock Option Scheme 2018**

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	241	2770508280	80.5285
Tab Voting	112	4668900004	99.9999
Total	353	7439408284	91.7392

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	256	669896777	19.4715
Tab Voting	1	643	0.0001
Total	257	669897420	8.2608





- (m) **Special Resolution for** Extension of benefits of Vodafone Idea Limited (Formerly known as Idea Cellular Limited) Employee Stock Option Scheme 2018 to the employees of subsidiary company(ies)

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	237	2770507756	80.5286
Tab Voting	112	4668900004	99.9999
Total	349	7439407760	91.7392

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	259	669896801	19.4714
Tab Voting	1	643	0.0001
Total	260	669897444	8.2608

- (n) **Special Resolution for** Use of trust route for implementation of Vodafone Idea Limited Employee Stock Option Scheme 2018

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	238	2770508225	80.5285
Tab Voting	112	4668900004	99.9999
Total	350	7439408229	91.7392



## Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	259	669896832	19.4715
Tab Voting	1	643	0.0001
Total	260	669897475	8.2608

(o) **Special Resolution for** Appointment of Mr. Balesh Sharma as Chief Executive Officer of the Company

## Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	234	3015222211	87.6415
Tab Voting	111	4668899004	99.9999
Total	345	7684121215	94.7568

## Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	263	425182861	12.3585
Tab Voting	1	643	99.9999
Total	264	425183504	5.2432



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

Thanking You,

Yours faithfully,

*Umesh H. Ved*

Umesh Ved

FCS: 4411

CP : 2924



Date: 22<sup>nd</sup> December, 2018

Place: Ahmedabad