ADITYA BIRLA

IDEA Cellular

**CERTIFIED TRUE EXTRACTS OF RESOLUTION(S) PASSED BY THE SECURITIES ALLOTMENT COMMITTEE OF THE BOARD OF DIRECTORS OF IDEA CELLULAR LIMITED AT ITS MEETING HELD ON 9th JUNE, 2014 AT MUMBAI**

"**RESOLVED THAT** pursuant to the authority delegated by the Board of Directors through its resolution dated August 1, 2013 and the approval of the shareholders of the Company by way of their resolution dated September 16, 2013 in respect of the issue of equity shares of the Company of face value of Rs. 10/- each (the "**Equity Shares**") for an aggregate amount not exceeding Rs. 30,000 million to qualified institutional buyers (the "**QIBs**") in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, (the "**SEBI Regulations**"), as opened vide the Securities Allotment Committee resolution dated June 5, 2014 (the "**Issue**"), the bid period be and is hereby declared closed today with immediate effect.

**RESOLVED FURTHER THAT** in accordance with Regulation 85 of the SEBI Regulations, the Securities Allotment Committee ("the Committee") be and hereby approves a discount of Rs. 2.98 per share on the floor price of Rs. 136.98 and decides and approves the issue price of Rs. 134 per Equity Share (including a premium of Rs. 124 per Equity Share), in relation to the Issue.

**RESOLVED FURTHER THAT** in respect of the Issue, the Committee be and is hereby authorised to issue 223,880,597 Equity Shares at a price of Rs. 134 per Equity Shares (including a premium of Rs. 124 per Equity Share) for an amount aggregating to Rs. 30,000 million.

**RESOLVED FURTHER THAT** Mr. Himanshu Kapania, Managing Director, Mr. Akshaya Moondra, Chief Financial Officer and Mr. Pankaj Kapdeo, Company Secretary be and are hereby severally authorized to make any changes to the Preliminary Placement Document that they in their absolute discretion think fit for preparing the Placement Document and also to effect and / or carry out such alterations, additions, omissions, variations, amendments or corrections in the Placement Document as may be necessary or desirable.

**RESOLVED FURTHER THAT** the Placement Document in respect of the issue of 223,880,597 Equity Shares of the Company for an aggregate amount of Rs. 30,000 million to the QIBs in terms of the Issue, as per the copy placed before the Securities Allotment Committee duly initialed by Company Secretary for the purpose of identification, be and is hereby adopted and approved for filing with BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and any two members of the Committee be and are hereby authorised to sign the same jointly with any one of Mr. Akshaya Moondra, Chief Financial Officer or Mr. Pankaj Kapdeo, Company Secretary of the Company.

**RESOLVED FURTHER THAT** the Confirmation of Allocation Note ("**CAN**"), as per the copy placed before the Securities Allotment Committee for the purpose of identification, be and is hereby approved.

IDEA CELLULAR LIMITED

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**RESOLVED FURTHER THAT** Mr. Himanshu Kapania, Managing Director, Mr. Akshaya Moondra, Chief Financial Officer and Mr. Pankaj Kapdeo, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution, including but not limited to issuing the CAN to QIBs, delivering the Placement Document to the Stock Exchanges and filing the Placement Document along with other documents as required under the Companies Act, 2013, with the Registrar of Companies, Gujarat and the Securities and Exchange Board of India, intimating the Stock Exchanges in relation to the above and filing of applications for seeking final listing and trading permissions in respect of the Issue and making other statutory and regulatory filings, as are or may be required, and to affix the Common Seal on all necessary documents, if required, in terms of the provisions of the Articles of Association of the Company, the SEBI Regulations, the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014.

**RESOLVED FURTHER THAT** Mr. Akshaya Moondra, Chief Financial Officer or Mr. Pankaj Kapdeo, Company Secretary of the Company be and are hereby severally authorized to certify the true copy of these resolutions and forward the same to any person or authority for their record and necessary action."

**Certified to be true**

For **Idea Cellular Limited**

IDEA CELLULAR LIMITED

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