



IDEA CELLULAR LIMITED

(An Aditya Birla Group Company)

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

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of **Idea Cellular Limited** will be held on Friday, the 4th day of March, 2011 at 2:00 p.m. at Cambay Spa and Resort, Plot No. X-22/23 GIDC Electronic Estate, Sector 25, Gandhinagar - 382 044, Gujarat, to transact the following special business:

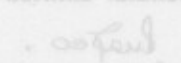
1. Alteration of the Articles of Association

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

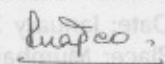
"RESOLVED THAT pursuant to Section 31 and 259 and other applicable provisions, if any, of the Companies Act, 1956 [including any statutory modification(s) or re-enactments thereof, for the time being in force] and subject to the approval of the Central Government, approval of the members of the Company be and is hereby accorded for increasing the maximum number of directors fixed by Article 127 (a) of the Articles of Association of the Company from Twelve to Sixteen.

RESOLVED FURTHER THAT the Articles of Association of the Company be altered by substituting the existing Article 127 (a) with the following Article:

'127. (a) Until otherwise determined by a General Meeting and subject to Section 252 of the Act, and the provisions of these Articles, the number of Directors shall not be less than three and not more than sixteen."

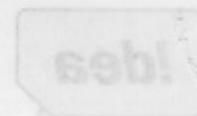

Pankaj Kapdeo
Company Secretary
Date: January 31, 2011
Place: Mumbai

By order of the Board
For Idea Cellular Limited


Pankaj Kapdeo
Company Secretary

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 COMMENCEMENT OF THE MEETING.
2. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business set out at Item No. 1 of the Notice is annexed hereto.
3. Corporate Members intending to depute their authorised representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution / Power of Attorney authorising their representatives to attend and vote on their behalf at the Meeting.
4. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Saturdays and Sundays between 11.00 a.m. to 1.00 p.m., upto the date of the ensuing Extraordinary General Meeting and will also be available for inspection at the Meeting.
5. Members who hold shares in dematerialised form are requested to bring their Client Id and DP Id numbers for easy identification.
6. Members/ Proxies are requested to bring duly filled attendance slip sent herewith at the Meeting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 1

Alteration of the Articles of Association

Presently, the Board of Directors of your Company comprises of twelve Directors. The Business of your Company has grown manifold and considering the magnitude of operations, the Company may be required to appoint more Directors to broad base the Board. However, Article 127(a) of the Articles of Association of the Company prescribes that the maximum number of directors on the Board of the Company shall not be more than twelve.

In view of the above, it is proposed to alter Article 127(a) of the Articles of Association to provide that the Company shall have a maximum of sixteen directors. As per the provisions of the Companies Act, 1956, increase in the maximum number of Directors requires approval of the members of the Company and is also subject to the approval of the Central Government under Section 259 of the Companies Act, 1956.

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 1:00 p.m. on all working days of the Company.

The Board accordingly recommends the resolution as set out in Item No. 1 of the accompanying Notice for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

By order of the Board
For Idea Cellular Limited

Pankaj Kapdeo
Company Secretary

By order of the Board
For Idea Cellular Limited

Date: January 31, 2011

Place: Mumbai

Pankaj Kapdeo
Company Secretary

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ATTENDANCE SLIP

Regd. Folio No./DP ID-Client ID

No. of shares held

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Extraordinary General Meeting of the Company at Cambay Spa and Resort, Plot No. X-22/23 GIDC Electronic Estate, Sector 25, Gandhinagar – 382 044, Gujarat on Friday, the 4th day of March, 2011 at 2:00 p.m.

.....
Member's/Proxy's name in BLOCK letters

.....
Member's/Proxy's Signature

NOTE: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report.



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FORM OF PROXY

Regd. Folio No./DP ID-Client ID

No. of shares held

I/We of in the district of being member/members of Idea Cellular Limited, hereby appoint Mr./Ms. of in the district of or failing him/her, Mr./Ms. of in the district of as my/our proxy to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on Friday, the 4th day of March, 2011 at 2:00 p.m. and at any adjournment thereof.

Affix
Revenue
Stamp

Signed this day of 2011

Signature

NOTE: This form of Proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the Meeting.

