ADITYA BIRLA

IDEA Cellular

September 29, 2015

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

Dear Sirs,

Sub: Outcome of Annual General Meeting of the Company

Ref: "Idea Cellular Limited" (Symbol: IDEA)

Pursuant to Clause 31 of the Listing Agreement, this is to inform you that the 20th Annual General Meeting (AGM) of the Company was held on Monday, September 28, 2015 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, and all the items of business contained in the notice of AGM have been approved by the shareholders.

As per Clause 35A of the Listing Agreement, the details regarding voting results of the business transacted at the AGM is as under:

Date of the AGM			28th September, 2015
Total number of shareholders on record date (21st September, 2015 – Cut-off date for E-Voting)			2,42,642
Number of Shareholders present in the meeting either in person or through proxy			
Shareholders	**Present in Person**	**Present through Proxy**	**Total**
Promoter and Promoter Group	1	-	1
Public	92	3	95
Number of Shareholders attended the meeting through Video Conferencing			
Promoter and Promoter Group			Not Arranged
Public			Not Arranged

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Agenda Wise

The mode of voting for all the resolutions was:

1. Remote E-Voting conducted between 25th September, 2015 to 27th September, 2015
2. Electronic Voting conducted at the venue of the meeting

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

Resolution 1:

Adoption of the Audited Financial Statements and the Audited Consolidated Financial Statements for the year ended March 31, 2015 together with the Report of Directors' and Auditors' thereon (Ordinary Resolution)

Promoter / Public	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	1,520,679,047	1,520,679,047	100.00%	1,520,679,047	-	100.000%	0.000%
Public – Institutional holders	1,042,222,469	717,811,855	68.87%	717,811,855	-	100.000%	0.000%
Public-Others	1,036,460,661	968,817,678	93.47%	968,815,730	1,948	100.000%	0.000%
Total	**3,599,362,177**	**3,207,308,580**	**89.11%**	**3,207,306,632**	**1,948**	**100.000%**	**0.000%**

Resolution 2:

Declaration of Dividend on Equity Shares for the financial year ended March 31, 2015 (Ordinary Resolution)

Promoter / Public	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	1,520,679,047	1,520,679,047	100.00%	1,520,679,047	-	100.000%	0.000%
Public – Institutional holders	1,042,222,469	732,063,715	70.24%	732,063,715	-	100.000%	0.000%
Public-Others	1,036,460,661	968,815,880	93.47%	968,815,321	559	100.000%	0.000%
Total	**3,599,362,177**	**3,221,558,642**	**89.50%**	**3,221,558,083**	**559**	**100.000%**	**0.000%**

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Registered Office : Suman Tower, Plot No. 18, Sector 11, Gandhinagar 382 011. Telephone: +91 79 6671 4000 Fax: +91 79 2323 2251

Resolution 3:

Re-appointment of Mrs. Rajashree Birla, Director retiring by rotation (Ordinary Resolution)

Promoter / Public	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	1,520,679,047	1,520,679,047	100.00%	1,520,679,047	-	100.000%	0.000%
Public – Institutional holders	1,042,222,469	729,163,833	69.96%	361,795,373	367,368,460	49.618%	50.382%
Public-Others	1,036,460,661	968,816,634	93.47%	960,920,662	7,895,972	99.185%	0.815%
Total	**3,599,362,177**	**3,218,659,514**	**89.42%**	**2,843,395,082**	**375,264,432**	**88.341%**	**11.659%**

Resolution 4:

Re-appointment of Dr. Shridhir Sariputta Hansa Wijayasuriya, Director retiring by rotation (Ordinary Resolution)

Promoter / Public	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	1,520,679,047	1,520,679,047	100.00%	1,520,679,047	-	100.000%	0.000%
Public – Institutional holders	1,042,222,469	729,163,833	69.96%	401,812,843	327,350,990	55.106%	44.894%
Public-Others	1,036,460,661	968,815,784	93.47%	960,918,621	7,897,163	99.185%	0.815%
Total	**3,599,362,177**	**3,218,658,664**	**89.42%**	**2,883,410,511**	**335,248,153**	**89.584%**	**10.416%**

Resolution 5:

Ratification of appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditors of the Company (Ordinary Resolution)

Promoter / Public	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	1,520,679,047	1,520,679,047	100.00%	1,520,679,047	-	100.000%	0.000%
Public – Institutional holders	1,042,222,469	729,530,924	70.00%	714,082,784	15,448,140	97.882%	2.118%
Public-Others	1,036,460,661	968,811,437	93.47%	968,808,758	2,679	100.000%	0.000%
Total	**3,599,362,177**	**3,219,021,408**	**89.43%**	**3,203,570,589**	**15,450,819**	**99.520%**	**0.480%**

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Resolution 6:

Approval and Ratification of remuneration of Cost Auditors viz. M/s Sanjay Gupta & Associates, Cost Accountants, for the financial year 2015-16 (Ordinary Resolution)

Promoter / Public	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	1,520,679,047	1,520,679,047	100.00%	1,520,679,047	-	100.000%	0.000%
Public – Institutional holders	1,042,222,469	732,063,715	70.24%	731,119,513	944,202	99.871%	0.129%
Public-Others	1,036,460,661	968,816,610	93.47%	968,808,754	7,856	99.999%	0.001%
Total	**3,599,362,177**	**3,221,559,372**	**89.50%**	**3,220,607,314**	**952,058**	**99.970%**	**0.030%**

Resolution 7:

Reappointment and remuneration of Mr. Himanshu Kapania as the Managing Director of the Company for a period of 5 years w.e.f. April 1, 2016 (Ordinary Resolution)

Promoter / Public	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	1,520,679,047	1,520,679,047	100.00%	1,520,679,047	-	100.000%	0.000%
Public – Institutional holders	1,042,222,469	729,163,833	69.96%	448,281,853	280,881,980	61.479%	38.521%
Public-Others	1,036,460,661	968,815,978	93.47%	960,917,864	7,898,114	99.185%	0.815%
Total	**3,599,362,177**	**3,218,658,858**	**89.42%**	**2,929,878,764**	**288,780,094**	**91.028%**	**8.972%**

Resolution 8:

Issue of Non-Convertible Securities on private placement basis upto an amount of Rs. 10,000 crore (Special Resolution)

Promoter / Public	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	1,520,679,047	1,520,679,047	100.00%	1,520,679,047	-	100.000%	0.000%
Public – Institutional holders	1,042,222,469	731,653,715	70.20%	731,196,941	456,774	99.938%	0.062%
Public-Others	1,036,460,661	968,816,890	93.47%	968,812,775	4,115	100.000%	0.000%
Total	**3,599,362,177**	**3,221,149,652**	**89.49%**	**3,220,688,763**	**460,889**	**99.986%**	**0.014%**

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Resolution 9:

Approval of material Related Party transactions with Indus Towers Limited (Special Resolution)

Promoter / Public	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	1,520,679,047	1,520,679,047	100.00%	1,520,679,047	-	100.000%	0.000%
Public – Institutional holders	1,042,222,469	731,835,843	70.22%	731,835,843	-	100.000%	0.000%
Public-Others	1,036,460,661	968,816,436	93.47%	968,813,267	3,169	100.000%	0.000%
Total	**3,599,362,177**	**3,221,331,326**	**89.50%**	**3,221,328,157**	**3,169**	**100.000%**	**0.000%**

All the aforesaid resolutions are passed with requisite majority. Scrutineers' Report is also attached.

This is for your information, please.

Yours sincerely,

For **Idea Cellular Limited**

Pankaj Kapdeo
Company Secretary

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UMESH VED & ASSOCIATES
Company Secretaries
304, Shoppers Plaza-V, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad - 380 009.
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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,
Idea Cellular Limited
Suman Tower,
Plot No. 18, Sector – 11,
Gandhinagar – 382 011
Gujarat

Re: Twentieth Annual General Meeting of Idea Cellular Limited held on Monday, the 28th September, 2015 at 12:30 p.m. at Cambay Sapphire (Formerly Cambay Spa and Resort), Plot No. X-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 (including the Ballot form received from the Member(s) who do not have access to 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 20th AGM of the Members of "Idea Cellular Limited" (the Company) held on Monday, the 28th September, 2015 at 12.30 p.m. Cambay Sapphire (Formerly Cambay Spa and Resort), Plot No. X-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 Li mited ("NSDL") (the Agency/ service provider) and the Electronic Voting at the AGM and the ballot papers sent alongwith the Notice dated August 25, 2015.

I submit my report as under:

1. The shareholders of the Company holding shares as on the "cut-off" date 21st September, 2015, were entitled to vote on the proposed resolutions as set out in item nos. 1 to 9 in the Notice of the 20th AGM of Idea Cellular Limited.

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2. The facility provided for Remote E-Voting commenced from 9.00 A.M. on Friday, the 25th September, 2015 and ended on 5.00 P.M. on Sunday, the 27th September, 2015.The NSDL Remote E –voting facility was blocked thereafter.

3. In addition to Remote E-voting, the Company had sent to the shareholders ballot form in physical mode along with the notice of the AGM to facilitate those members who did not have access to Remote E-voting facility to cast their votes by giving their assent or dissent in respect of the resolutions as set out in the Notice of the AGM dated 25th August, 2015. The last date of receipt of the physical ballot forms was on or before Sunday, September 27, 2015 not later than 5:00 PM.. No Ballot Forms were received.

4. At the venue of the AGM the facility to vote electronically was provided to facilitate those members present at the AGM who could not participate either through Remote E-voting or voting through Ballot Form sent along with the Notice, 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. Vinita Udhani and Ms. Neha Doshi who are not in employment of the company.

5. The voting done through Remote E-voting and Electronic voting at the meeting were reconciled with the records maintained by the RTA and the authorizations / proxies lodged with the Company.

6. The result of the Remote e-voting as well as Electronic voting at the AGM is as under:

Voting Pattern of Remote E-voting						
Particulars	**Votes in favour of resolution**	**No. of Shares in favour**	**% of shares in favour**	**Votes against The resolution**	**No. of Shares Against**	**% of shares against**
Ordinary Resolution for adoption of Audited financial statements for the year ended 31st March, 2015 and the Reports of the Board of Directors and the Auditors thereon	**679**	**2494340268**	**99.99%**	**8**	**1946**	**0.00%**
Ordinary Resolution to declare dividend on Equity Shares of the Company for the financial year ended on 31st March, 2015	**691**	**2508592689**	**99.99%**	**2**	**359**	**0.00%**
Ordinary Resolution to appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995), who retires by rotation, and being eligible, offers herself for re -appointment	**377**	**2130429488**	**85.02%**	**313**	**375264432**	**14.98%**
Ordinary Resolution to appoint a Director in place	**380**	**2170444917**	**86.62%**	**303**	**335248153**	**13.38%**

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of Dr. Shridhir Sariputta Hansa Wijayasuriya (DIN: 00363174), who retires by rotation, and being eligible, offers herself for re - appointment						
Ordinary Resolution to ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors and to fix their remuneration.	**656**	**2490604995**	**99.38%**	**22**	**15450819**	**0.62%**
Ordinary Resolution to approve the remuneration of Cost auditor for the financial year ending March 31, 2016	**670**	**2507641720**	**99.96%**	**20**	**952058**	**0.04%**
Ordinary Resolution to re-appoint Mr. Himanshu Kapania as the Managing Director of the Company for a period of 5 years.	**408**	**2216913170**	**88.47%**	**277**	**288780094**	**11.53%**
Special Resolution for issue of Non-Convertible Securities on Private Placement Basis.	**645**	**2507723169**	**99.98%**	**46**	**460889**	**0.02%**
Special Resolution for approval of material related party transactions with Indus Towers Limited	**667**	**2508362563**	**99.99%**	**19**	**3169**	**0.00%**

Voting Pattern of Electronic Voting at AGM						
Particulars	**Votes in favour of resolution**	**No. of Shares in favour**	**% of shares in favour**	**Votes against The resolution**	**No. of Shares Against**	**% of shares against**
Ordinary Resolution for adoption of Audited financial statements for the year ended 31st March, 2015 and the Reports of the Board of Directors and the Auditors thereon	82	**712966364**	**99.99%**	**1**	2	0.00%
Ordinary Resolution to declare dividend on Equity Shares of the Company for the financial year ended on 31st March, 2015	76	**712965394**	**99.99%**	**1**	**200**	0.00%
Ordinary Resolution to appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995), who retires by rotation, and being eligible,	77	**712965594**	**100.00%**	**0**	**0**	0

offers herself for re - appointment						
Ordinary Resolution to appoint a Director in place of Dr. Shridhir Sariputta Hansa Wijayasuriya (DIN: 00363174), who retires by rotation, and being eligible, offers herself for re -appointment	77	712965594	100.00%	0	0	0
Ordinary Resolution to ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors and to fix their remuneration.	77	712965594	100.00%	0	0	0
Ordinary Resolution to approve the remuneration of Cost auditor for the financial year ending March 31, 2016	77	712965594	100.00%	0	0	0
Ordinary Resolution to re-appoint Mr. Himanshu Kapania as the Managing Director of the Company for a period of 5 years.	77	712965594	100.00%	0	0	0
Special Resolution for issue of Non-Convertible Securities on Private Placement Basis.	77	712965594	100.00%	0	0	0
Special Resolution for approval of material related party transactions with Indus Towers Limited	77	712965594	100.00%	0	0	0

Combined Summary						
Particulars	**Votes in favour of resolution**	**No. of Shares in favour**	**% of shares in favour**	**Votes against The resolution**	**No. of Shares Against**	**% of shares against**
Ordinary Resolution for adoption of Audited financial statements for the year ended 31st March, 2015 and the Reports of the Board of Directors and the Auditors thereon	**761**	**3207306632**	**99.99%**	**9**	**1948**	**0.00%**
Ordinary Resolution to declare dividend on Equity Shares of the Company for the financial year ended on 31st March, 2015	**767**	**3221558083**	**99.99%**	**3**	**559**	**0.00%**
Ordinary Resolution to appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995), who retires by rotation, and being eligible, offers herself for re -	**454**	**2843395082**	**88.34%**	**313**	**375264432**	**11.66%**

UMESH VED & ASSOCIATES COMPANY SECRETARIES FCS 4411 CP 2924

appointment						
Ordinary Resolution to appoint a Director in place of Dr. Shridhir Sariputta Hansa Wijayasuriya (DIN: 00363174), who retires by rotation, and being eligible, offers herself for re - appointment	**457**	**2883410511**	**89.58%**	**303**	**335248153**	**10.42%**
Ordinary Resolution to ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors and to fix their remuneration.	**733**	**3203570589**	**99.52%**	**22**	**15450819**	**0.48%**
Ordinary Resolution to approve the remuneration of Cost auditor for the financial year ending March 31, 2016	**747**	**3220607314**	**99.97%**	**20**	**952058**	**0.03%**
Ordinary Resolution to re-appoint Mr. Himanshu Kapania as the Managing Director of the Company for a period of 5 years.	**485**	**2929878764**	**91.03%**	**277**	**288780094**	**8.97%**
Special Resolution for issue of Non-Convertible Securities on Private Placement Basis.	**722**	**3220688763**	**99.99%**	**46**	**460889**	**0.01%**
Special Resolution for approval of material related party transactions with Indus Towers Limited	**744**	**3221328157**	**99.99%**	**19**	**3169**	**0.00%**

7. All the resolutions mentioned in the AGM Notice as per details above accordingly stand passed with requisite majority.

8. 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

UMESH VED & ASSOCIATES COMPANY SECRETARIES FCS 4411 CP 2924

Date: 28th September, 2015
Place: Ahmedabad