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 Nineteenth Annual General Meeting of the Members of Idea Cellular Limited will be held on Friday, the 26th day of September, 2014 at 12:30 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 business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors' and Auditors' thereon.
2. To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2014.
3. 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.
4. To appoint a Director in place of Mr. Sanjeev Aga (DIN: 00022065), who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Twenty Second Annual General Meeting to be held in the calendar year 2017 (subject to ratification of their appointment at every AGM), and to fix their remuneration and in this regard to consider and if thought fit, pass the following resolution with or without modification(s) as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 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. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the Nineteenth Annual General Meeting until the conclusion of the Twenty Second Annual General Meeting of the Company to be held in the calendar year 2017 (subject to ratification of the appointment by the members at every Annual General Meeting), and that the Board of Directors be and are hereby authorised to fix such remuneration, as may be recommended/determined by the audit committee."

SPECIAL BUSINESS:

6. **Remuneration of Cost Auditors**

   To consider and if thought fit, to pass, with or without modification(s), 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 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 7,00,000/- (Rupees Seven Lacs only) plus service tax and reimbursement of out of pocket expenses, as approved by the Board of Directors of the Company, to be paid to M/s. Sanjay Gupta & Associates, Cost Accountants, for the conduct of cost audit of the cost records of the Company for the financial year 2014-15, be and is hereby approved, ratified and confirmed.

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

7. Appointment of Mr. Gian Prakash Gupta as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 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 the provisions of Clause 49 of the Listing Agreement (including any modification or amendment thereof), Mr. Gian Prakash Gupta (DIN: 00017639), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and whose term expires at this Annual General Meeting and who is eligible for appointment, 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, from the conclusion of this Annual General Meeting till the conclusion of the Twenty Fourth Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation."

8. Appointment of Ms. Tarjani Vakil as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 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 the provisions of Clause 49 of the Listing Agreement (including any modification or amendment thereof), Ms. Tarjani Vakil (DIN: 00009603), a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and who is eligible for appointment, 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, from the conclusion of this Annual General Meeting till the conclusion of the Twenty Fourth Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation."

9. Appointment of Mrs. Madhabi Puri Buch as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 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 the provisions of Clause 49 of the Listing Agreement (including any modification or amendment thereof), Mrs. Madhabi Puri Buch (DIN: 00016299), a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and who is eligible for appointment, 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, from the conclusion of this Annual General Meeting till the conclusion of the Twenty Fourth Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation."

10. Appointment of Mr. Arun Thiagarajan as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 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 the provisions of Clause 49 of the Listing Agreement (including any modification or amendment thereof), Mr. Arun Thiagarajan (DIN: 00292757), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and whose term expires at this Annual General Meeting and who is eligible for appointment, 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, from the conclusion of this Annual General Meeting till the conclusion of the Twenty Fourth Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation."

11. Appointment of Mr. R.C. Bhargava as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 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 the provisions of Clause 49 of the Listing Agreement (including any modification or amendment thereof), Mr. R.C. Bhargava (DIN: 00007620), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and who is eligible for appointment, 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, from the conclusion of this Annual General Meeting till the conclusion of the Twenty Fourth Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation."

12. Appointment of Mr. Mohan Gyani as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 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 the provisions of Clause 49 of the Listing Agreement (including any modification or amendment thereof), Mr. Mohan Gyani (DIN: 00943522), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and whose term expires at this Annual General Meeting and who is eligible for appointment, 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, from the conclusion of this Annual General Meeting till the conclusion of the Twenty Fourth Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation."

13. Appointment of Mr. P. Murari as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 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 the provisions of Clause 49 of the Listing Agreement (including any modification or amendment thereof), Mr. P. Murari (DIN: 00020437), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and who is eligible for appointment, 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, from the conclusion of this Annual General Meeting till the conclusion of the Twenty Fourth Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation."

14. Adoption of new 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 the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

15. Borrowing powers of the Company

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

"**RESOLVED THAT** in supersession of ordinary resolution passed by the members of the Company at the Annual General Meeting held on December 21, 2009 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and 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 borrow for and on behalf of the Company, from time to time as they may consider fit, any sum or sums of money, in Indian Rupees or any other foreign currency, from bank(s) or financial institution(s), other person or persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans and credits obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's paid-up capital and free reserves i.e. reserves not set apart for any specific purpose, provided that the total amount so borrowed and outstanding at any time shall not exceed ₹ 25,000 crores (Rupees Twenty Five Thousand Crores Only) over and above the aggregate of the paid-up share capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorsied and empowered to arrange or settle the terms and conditions such as interest, repayment, security or otherwise on which all such monies are to be borrowed from time to time, howsoever it may think fit, and to do all such acts, deeds, matters and things and to execute all documents, instruments and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

16. **Creation of security on the properties of the Company, both present and future**

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

"**RESOLVED THAT** in supersession of ordinary resolution passed by the members of the Company at the Annual General Meeting held on December 12, 2007 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and 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), for creation of charge/mortgage/pledge/hypothecation/ security, in addition to existing charge/mortgage/pledge/hypothecation/security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immoveable properties, tangible and/or intangible assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/to be availed by the Company by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s)/Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s)/Trustee(s)/Agency(ies) etc. in respect of the said loans/borrowings/debentures/securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s)/Agent(s)/Trustee(s)/Agency(ies), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior/ pari passu/subservient with/to the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or persons authorised by the Board, be and is hereby authorised to finalise, settle, and execute such documents/ deeds/writings/agreements as may be required, and to accept any modification(s) to, or to modify, alter, vary, the terms and conditions thereof and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid or otherwise considered to be in the best interests of the Company."

17. **Approval for the payment of commission to the Non-Executive Directors**

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

"**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any of the Companies Act, 2013 (the "Act"), read with 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), consent of the Members be and is hereby accorded to the payment of commission, in addition to the sitting fees for attending the meetings of the Board and/or Committees thereof, to the Non-Executive Directors of the Company, aggregating upto ₹ 10 Crores for the financial

year 2013-14, and at a rate not exceeding in aggregate 1% (one per cent) per annum of the net profits of the Company for the financial year ending March 31, 2015 and thereafter for all subsequent years, as may be calculated in accordance with the relevant provisions of the Act and Rules made thereunder, but subject to such ceiling per annum, if any, as the Board or its Committee may from time to time fix in this behalf, and that said Commission shall be divisible amongst the Non-Executive Directors in such proportion and in such manner as may be decided by the Board or its Committee."

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

Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date: August 25, 2014

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. 6 to 17 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 20th day of September, 2014 to Friday, the 26th day of September, 2014 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.

5. The dividend as recommended by the Board, if approved at the Meeting, will be paid to those members whose names appear:

   (a) As Beneficial Owners as at the end of business hours on September 19, 2014 as per lists to be furnished by National Securities Depositories Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) in respect of the shares held in electronic form.

   (b) As Member in the Register of Members of the Company after giving effect to all valid share transfers in physical form which are lodged with the Company or its Registrar and Share Transfer Agent (RTA) on or before September 19, 2014.

6. Members who hold shares in the physical form and desirous of availing Electronic Clearance Scheme (ECS) facility for direct credit of dividend to their bank account, may submit their requisite request to the Company's Registrar and Share Transfer Agents (RTA). Members are requested to utilize the ECS for receiving dividends. Any query related to dividend should be directed to the RTA of the Company. In respect of members holding shares in electronic form, the bank details as furnished by the

respective depositories to the Company will be used for the purpose of distribution of dividend through ECS. The Company/RTA will not act on any direct request from members holding shares in dematerialized form for change/deletion of such bank details.

7. Members holding shares in electronic form are requested to intimate any change in their address, Email 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. As per Circular No. MRD/DoP/Cir-05/2009 dated May 20, 2009 issued by Securities and Exchange Board of India (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 including certificate from the Statutory Auditors of the Company under Clause 14 of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 a.m. to 1:00 p.m. upto the date of the Annual General Meeting and will also be available for inspection at the meeting.
10. Disclosure pursuant to Clause 49 of the Listing Agreement 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 year 2013-14, is also uploaded on the Company's website www.ideacellular.com in the 'Investor Relations' Section.
12. The Ministry of Corporate Affairs (MCA), vide its circular No. 17/2012 dated 23rd July, 2012 has 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.
13. In line with the measures of Green initiative taken by SEBI, Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondence thorigh electronic mode. Members holding shares in physical mode are requested to register their Email ID with the Company or its RTA and members holding shares in demat mode are requested to register their Email ID with their respective Depository Participants (DP).

    If there is any change in the Email 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.

    'Green Initiative' Form can be downloaded from the Company's website viz. www.ideacellular.com for registering the Email ID.
14. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to cast their vote by electronic means on resolution set forth in this Notice. The instructions for E-Voting is enclosed with this Notice.
15. Members who do not have access to E-voting facility may send duly completed Ballot Form (part of this Notice) so as to reach the Scrutinizer, Mr. Umesh Ved, proprietor of M/s. Umesh Ved & Associates, Practicing Company Secretaries not later than 6.00 p.m. on Monday, September 22, 2014. Ballot Form received thereafter will be treated as invalid.

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

Kapdeo

Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date: August 25, 2014

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out the material facts concerning the special business to be transacted at the Annual General Meeting

Item No. 6

The Board of Directors of your Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Sanjay Gupta & Associates, Cost Accountants as the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015. In terms of the provisions of Section 148 of the Companies Act, 2013 read with the 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution.

The Board commends the resolution as set out in Item No. 6 of this Notice for your approval.

Item Nos. 7 to 13

As per Section 149 of the Companies Act, 2013 ("the Act"), the Company should have atleast one third of the total number of Directors as Independent Directors on the Board of Directors of the Company. An Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and no Independent Director shall hold office for more than two consecutive terms. The provisions relating to retirement by rotation shall not be applicable to the Independent Directors.

As per Clause 49(IA) of the Listing Agreement with Stock Exchanges where equity shares of your Company are listed, in case the Chairman is an executive director or a Promoter, at least one-half of the Board of the Company shall consist of Independent Directors. Further the Securities and Exchange Board of India (SEBI) has proposed to amend the Clause 49 of the Listing Agreement (effective from October 1, 2014), *inter alia*, stipulating the conditions for the appointment of Independent Directors by a listed Company.

Mr. Gian Prakash Gupta, Ms. Tarjani Vakil, Mrs. Madhabi Puri Buch, Mr. Arun Thiagarajan, Mr. R.C. Bhargava, Mr. Mohan Gyani and Mr. P. Murari are serving as Independent Directors on the Board of your Company in compliance to the Clause 49 of the Listing Agreement with the Stock Exchanges.

It is proposed to appoint each of them as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the Twenty Fourth Annual General Meeting to be held in the calendar year 2019, not liable to retire by rotation.

The Company has received notices pursuant to the provisions of Section 160 of the Act from Members signifying their intention to propose the candidature of Mr. Gian Prakash Gupta, Ms. Tarjani Vakil, Mrs. Madhabi Puri Buch, Mr. Arun Thiagarajan, Mr. R.C. Bhargava, Mr. Mohan Gyani and Mr. P. Murari as Independent Directors of the Company.

The above mentioned Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received declarations from each of them that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Gian Prakash Gupta, Ms. Tarjani Vakil, Mrs. Madhabi Puri Buch, Mr. Arun Thiagarajan, Mr. R.C. Bhargava, Mr. Mohan Gyani and Mr. P. Murari fulfill the conditions for their appointment as Independent Directors as specified in the Act, the Rules made thereunder and the Listing Agreement. All of them are Independent of the management.

A copy of their draft letters of appointment as Independent Directors setting out the terms and conditions are available for inspection by the Members at the registered office of the Company on all working days (Monday to Friday) between 11:00 am to 1:00 pm up to the date of the Annual General Meeting and shall also be available at the Meeting.

The brief profile of the abovementioned Independent directors seeking appointment/re-appointment is annexed to this Notice.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. Gian Prakash Gupta, Ms. Tarjani Vakil, Mrs. Madhabi Puri Buch, Mr. Arun Thiagarajan, Mr. R.C. Bhargava, Mr. Mohan Gyani and Mr. P. Murari and their relatives are concerned or interested in the respective resolutions for their appointment.

The Board accordingly commends resolution(s) as set out in Item Nos. 7 to 13 of this Notice for your approval.

Item No. 14

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956.

The Companies Act, 2013 is now largely in force other than the provisions relating to matters which require sanction/confirmation of National Company Law Tribunal.

With the enactment of new Companies Act, 2013, several regulations of the existing AoA of the Company require alteration and/or deletion. Given this position, it is considered expedient to replace the existing AoA by a new set of AoA.

The new AoA to be substituted in place of the existing AoA is based on Table "F" of Schedule I of the Companies Act, 2013, which sets out the model articles of association for a company limited by shares. The existing AoA of the Company presently contain some provisions in relation to compliance with conditions of the Department of Telecommunications as well as provisions relating to Axiata Group shareholding in the Company. These provisions have been replicated in the new AoA.

The draft AoA is available for inspection by the members at the registered office of the Company on all working days (Monday to Friday) between 11:00 am to 1:00 pm upto the date of this Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors accordingly commends the resolution set out at Item No. 14 of the Notice for your approval.

Item No. 15 & 16

The Members of the Company at the Annual General Meeting held on December 21, 2009, had authorised the Board of Directors pursuant to Section 293(1)(d) of the Companies Act, 1956, to borrow monies, from time to time, on behalf of the Company, sums not exceeding ₹ 25,000 crores (Rupees Twenty Five Thousand Crores Only), over and above the aggregate of paid-up share capital and free reserves of the Company. Also, the Members of the Company at the Annual General Meeting held on December 2, 2007 had authorised the Board of Directors pursuant to Section 293(1)(a) of the Companies Act, 1956, to create charge on moveable and/or immoveable properties of the Company as security in favor of lending agencies for securing the borrowings availed from time to time.

In terms of the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 ("the Act"), which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the Members obtained by way of a special resolution.

Further, in terms of the circular no. 04/2014 dated March 25, 2014 issued by the Ministry of Corporate Affairs ("MCA"), the ordinary resolution passed under erstwhile Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act i.e. upto September 11, 2014.

As such, it is necessary to obtain fresh approval of the Members by means of a Special Resolution, to enable the Board to borrow money(ies), apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the paid-up capital and free reserves of the Company and to create charge/mortgage/hypothecate on the Company's properties, both present and future, in favour of the Lender(s), Agent(s) and Trustee(s).

Approval of the members is therefore being sought to borrow money upto ₹ 25,000 crore (Rupees Twenty Five Thousand Crore Only), in excess of the aggregate of paid-up share capital and free reserves of the Company and to create charge/mortgage/hypothecate on the Company's properties, both present and future, in favour of the Lender(s), Agent(s) and Trustee(s).

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors accordingly commends the resolution(s) set out at Item Nos. 15 and 16 of the Notice for your approval.

Item No. 17

Members may be aware that the Board of Directors of the Company, which comprises of eminent professionals from diversified background having rich and varied expertise in the areas of telecom, technology, finance and general management have provided strategic guidance, direction to the Company over the years and have played a very crucial role in growth and success of the Company. Members are also aware that currently the Non-Executive Directors of the Company are not being paid any remuneration except Sitting Fees.

Further, in terms of the provisions of the Companies Act, 2013, Directors have been entrusted with new responsibilities. Keeping in view the enhanced role, responsibilities and duties of directors and also considering the contribution made and the time devoted by the Non-Executive Directors in the affairs of the Company and above all the valuable experience and guidance, it is recommended that Non-Executive Directors be remunerated suitably by way of commission for the financial year 2013-14 and for the financial year ending March 31, 2015 and thereafter for all subsequent financial years.

Under Section 197 of the Act, in case of a company, where there is a managing or whole time director or manager, payment of remuneration to directors who are neither managing directors nor whole-time directors cannot exceed 1% of the net profits of the Company.

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) had, subject to the approval of the members of the Company, proposed to remunerate the Non-Executive Directors as under:

- Commission not exceeding Rs. 10 crores, in aggregate for the financial year 2013-14, which is within the aggregate limit of one percent of the net profits of the Company for the financial year, as computed in the manner laid down in Section 198 of the Act or the limits set under the Companies Act, 1956; and
- Commission not exceeding one percent of the net profits or such other percentage of net profits of the Company as may be permissible from time to time, for each relevant financial year commencing from financial year ending March 31, 2015 and thereafter for all subsequent financial years.

The payment of commission to the non-executive directors shall be in addition to the sitting fees payable to them for attending meetings of the Board and Committees thereof.

Non-Executive Directors may be deemed to be concerned or interested in this resolution to the extent of the remuneration that may be received by them.

Save and except above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in this item of the Notice.

The Board accordingly commends the resolution as set out in Item No. 17 of this Notice for your approval.

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

Pankaj Kapdeo
Company Secretary

Place: Mumbai
Date: August 25, 2014

Details of Directors Seeking Appointment/Re-appointment at the 19th Annual General Meeting

Particulars	Mr. Kumar Mangalam Birla	Mr. Sanjeev Aga	Mr. Gian Prakash Gupta	Ms. Tarjani Vakil	Mrs. Madhabi Puri Buch
Date of Birth	June 14, 1967	February 1, 1952	January 11, 1941	October 30, 1936	January, 12, 1966
Date of Appointment	June 20, 2006	September 29, 2004	December 11, 2006	September 2, 2006	December 22, 2011
Qualifications	1. B. Com. 2. A.C.A. 3. M.B.A. (London Business School)	1. B.Sc (Hons) in Physics 2. M.B.A from IIM, Kolkata	M. Com	M.A.	1. B.Sc (Hons.) in Mathematics with Economics 2. M.B.A from IIM Ahmedabad
Nature of expertise	Renowned Industrialist and has wide experience in Management	Wide experience in General Management	Wide experience in Finance, Banking and General Management	Wide experience in Finance & Banking	Wide experience in Finance & Banking
Directorships held in other Public companies (excluding foreign companies)	1. Grasim Industries Ltd. 2. Aditya Birla Nuvo Ltd. 3. Hindalco Industries Ltd. 4. Birla Sun Life Asset Management Company Ltd. 5. Birla Sun Life Insurance Company Ltd. 6. Essel Mining & Industries Ltd. 7. Ultra Tech Cement Ltd. 8. Century Textiles and Industries Ltd. 9. Pillani Investment and Industries Corporation Ltd.	1. Subex Ltd. 2. Pidilite Industries Ltd. 3. ING Vysya Bank Ltd. 4. Mahindra Holidays and Resorts India Ltd. 5. Mahindra Logistics Ltd.	1. Dighi Port Ltd. 2. Birla Sunlife Insurance Company Ltd. 3. Aditya Birla Nuvo Ltd. 4. Emkay Investment Managers Ltd. 5. Landmark Property Development Company Ltd. 6. Emkay Global Financial Services Ltd. 7. Aditya Birla Retail Ltd.	1. Alkyl Amines Chemicals Ltd. 2. Aditya Birla Nuvo Ltd. 3. Birla Sun Life Insurance Company Ltd.	
Memberships / Chairmanships of committees of other Public companies (includes only Audit Committee and Shareholders' / Investors' Grievance Committee)	None	1. ING Vysya Bank Ltd (Audit Committee - Member) (Investors' Committee - Member) 2. Subex Ltd (Audit Committee - Member) 3. Pidilite Industries Ltd. (Shareholders' / Investors' Grievance Committee - Member) 4. Mahindra Logistics Ltd. (Audit Committee - Member)	1. Aditya Birla Nuvo Ltd. (Audit Committee - Member) 2. Emkay Global Financial Services Ltd. (Audit Committee - Member) 3. Aditya Birla Retail Ltd. (Audit Committee - Member) 4. Landmark Property Development Company Ltd. (Audit Committee - Chairman) 5. Birla Sunlife Insurance Company Ltd. (Audit Committee - Chairman)	1. Birla Sun Life Insuarance Company Ltd. (Audit Committee - Member) 2. Aditya Birla Nuvo Ltd. (Audit Committee- Chairperson)	
Number of shares held in the Company	233,333	2,00,000	4,192	147	Nil

Details of Directors Seeking Appointment/Re-appointment at the 19th Annual General Meeting (cont.)

Particulars	Mr. Arun Thiagarajan	Mr. R.C. Bhargava	Mr. Mohan Gyani	Mr. P. Murari
Date of Birth	September 7, 1944	July 30, 1934	June 15, 1951	August 19, 1934
Date of Appointment	September 2, 2006	October 20, 2008	September 2, 2006	October 20, 2008
Qualifications	1. Masters in Engineering and Business Administration from Sweden 2. Advanceed Management programme from Havard Business School	1. M.A. (Developmental Economics) 2. M.Sc. (Mathematics)	M.B.A. from San Francisco State University	M.A. (Economics)
Nature of expertise	Vast experience in Engineering and Management	IAS (Retd.) having vast experience in Administrative services & General Management	Wide experience in Telecom Industry and Business Management	IAS (Retd.) having vast experience in Administrative services & General Management
Directorships held in other Public companies (excluding foreign companies)	1. ING Vysya Bank Ltd. 2. Alstom Projects India Ltd. 3. TTK Prestige Ltd. 4. Gokaldas Exports Ltd.	1. Dabur India Ltd. 2. Polaris Financial Technology Ltd. 3. Grasim Industries Ltd. 4. Maruti Suzuki India Ltd. 5. UltraTech Cement Ltd. 6. ILFS Ltd. 7. Thomson Press Ltd.	None	1. ABAN Offshore Ltd. 2. Aditya Birla Nuvo Ltd. 3. XPRO India Ltd. 4. Adayar Gate Hotels Ltd. 5. Great Eastern Energy Corporation Ltd. 6. Bajaj Holdings and Investment Ltd. 7. Fortis Malar Hospitals Ltd. 8. Bajaj Auto Ltd. 9. Pantaloons Fashion and Retail Ltd.
Memberships / Chairmanships of committees of other Public companies (includes only Audit Committee and Shareholders' / Investors' Grievance Committee)	1. ING Vysya Bank Ltd. (Audit Committee – Member) (Investors' Committee – Member) 2. Alstom Projects Ltd. (Audit Committee – Member) 3. Gokaldas Exports Ltd. (Audit Committee – Member) 4. TTK Prestige Ltd. (Audit Committee – Member)	1. Polaris Financial Technology Ltd. (Audit Committee- Member) 2. Grasim Industries Ltd. (Audit Committee- Member) 3. Maruti Suzuki India Ltd. (Shareholders'/Investors' Grievance Committee-Chairman) 4. UltraTech Cement Ltd. (Audit Committee- Chairman) (Shareholders'/Investors' Grievance Committee - Member) 5. Dabur India Ltd. (Audit Committee - Member) 6. ILFS Ltd. (Audit Committee - Chairman) 7. Thomson Press Ltd. (Audit Committee - Chairman)	None	1. ABAN Offshore Ltd. (Audit Committee- Chairman) 2. Aditya Birla Nuvo Ltd. (Audit Committee- Member) (Investors' Relation and Finance Committee - Member) 3. XPRO India Ltd. (Audit Committee - Member) 4. Great Eastern Energy Corporation Ltd. (Audit Committee - Member) 5. Adayar Gate Hotels Ltd. (Audit Committee - Chairman) 6. Fortis Malar Hospitals Ltd. (Audit Committee - Member) 7. Bajaj Holdings and Investment Ltd. (Shareholders'/ Investors' Grievance Committee – Chairman) 8. Pantaloons Fashion and Retail Ltd. (Audit Committee – Member)
Number of shares held in the Company	7,700	Nil	Nil	Nil

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

PROXY FORM

ANNUAL GENERAL MEETING - 26th September, 2014 at 12.30 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:

1. Name: _____
   of E-mail ID _____
   Address: _____
   Signature: _____, or failing him / her
2. Name: _____
   of E-mail ID _____
   Address: _____
   Signature: _____, or failing him / her
3. 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 19th Annual General Meeting of the Company, to be held on Friday, the 26th day of September, 2014 at 12:30 p.m. at Cambay Spa and Resort, Plot No. X-22/23 GIDC Electronic Estate, 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 the Audited Balance Sheet as at March 31, 2014, and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors' and Auditors' thereon		
2.	Declaration of Dividend		
3.	Re-appointment of Mr. Kumar Mangalam Birla, Director retiring by rotation		
4.	Re-appointment of Mr. Sanjeev Aga, Director retiring by rotation		

Resolution No.	Resolutions	Optional*	
		For	Against
5.	Re-appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as statutory auditors of the Company		
6.	Remuneration of Cost Auditors		
7.	Appointment of Mr. Gian Prakash Gupta as an Independent Director of the Company		
8.	Appointment of Ms. Tarjani Vakil as an Independent Director of the Company		
9.	Appointment of Mrs. Madhabi Puri Buch as an Independent Director of the Company		
10.	Appointment of Mr. Arun Thiagarajan as an Independent Director of the Company		
11.	Appointment of Mr. R.C. Bhargava as an Independent Director of the Company		
12.	Appointment of Mr. Mohan Gyani as an Independent Director of the Company		
13.	Appointment of Mr. P. Murari as an Independent Director of the Company		
14.	Adoption of new Articles of Association of the Company		
15.	Borrowing Powers of the Company		
16.	Creation of security on the properties of the Company, both present and future		
17.	Approval for the payment of commission to the Non-Executive Directors		

Signed this _____ day of _____ 2014.

Affix Re.1/- Revenue Stamp

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Notes:

1. **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.**
2. A proxy need not be a Member of the Company.
3. 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.
4. 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.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.

*6. 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.

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

ANNUAL GENERAL MEETING - 26TH SEPTEMBER, 2014 AT 12:30 PM

BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Name(s) of the First Named Shareholder (In Block Letters) .....

Postal Address: .....

Registered Folio No. /D.P ID and Client ID : .....

Number of Equity Shares held : .....

I/ We hereby exercise my/our vote in respect of the following resolution(s) to be passed at the Nineteenth Annual General Meeting of the Company, to be held on Friday, the 26th day of September, 2014 at 12:30 p.m. at Cambay Spa and Resort, Plot No. X-22/23 GIDC Electronic Estate, Sector 25, Gandhinagar - 382 044, in respect of businesses as stated in the Notice dated August 25, 2014 by conveying my/our assent/dissent to the said resolutions(s) by placing the tick (✓) mark at the box against the respective matters:

Item No	Resolutions	No. of Equity Shares Held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Adoption of the Audited Balance Sheet as at March 31, 2014, and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors' and Auditors' thereon			
2.	Declaration of Dividend			
3.	Re-appointment of Mr. Kumar Mangalam Birla, Director retiring by rotation			
4.	Re-appointment of Mr. Sanjeev Aga, Director retiring by rotation			
5.	Re-appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as statutory auditors of the Company			
6.	Remuneration of Cost Auditors			
7.	Appointment of Mr. Gian Prakash Gupta as an Independent Director of the Company			
8.	Appointment of Ms. Tarjani Vakil as an Independent Director of the Company			
9.	Appointment of Mrs. Madhabi Puri Buch as an Independent Director of the Company			

Turn overleaf →

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.:** + 91-79-6671 4000, **Fax:** + 91-79-2323 2251

ATTENDANCE SLIP

ANNUAL GENERAL MEETING - 26TH SEPTEMBER, 2014 AT 12:30 PM

DP ID		Name & Address of the Registered Shareholder
Client Id/Regd Folio No.		
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 Annual General Meeting of the Company at Cambay Spa and Resort, Plot No. X-22/23 GIDC Electronic Estate, Sector 25, Gandhinagar - 382 044 on 26th September, 2014 at 12.30 P.M.

....

Member's Signature Proxy's Signature

Note: Please complete this and hand it over at the entrance of the hall.

Item No	Resolutions	No. of Equity Shares Held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
10.	Appointment of Mr. Arun Thiagarajan as an Independent Director of the Company			
11.	Appointment of Mr. R.C. Bhargava as an Independent Director of the Company			
12.	Appointment of Mr. Mohan Gyani as an Independent Director of the Company			
13.	Appointment of Mr. P. Murari as an Independent Director of the Company			
14.	Adoption of new Articles of Association of the Company			
15.	Borrowing Powers of the Company			
16.	Creation of security on the properties of the Company, both present and future			
17.	Approval for the payment of commission to the Non-Executive Directors			

Place : _____

Date : _____

_____

Signature of the Member/ Beneficial Owner

INSTRUCTIONS FOR FILLING THE BALLOT FORM

1. A member desiring to vote by ballot form may complete this ballot form and send it to the Scrutinizer, appointed by the Company viz: Mr. Umesh Ved, proprietor of M/s. Umesh Ved & Associates, Practicing Company Secretaries, at 304, Shoppers Plaza - V, Opp. Municipal Market, C.G. Road, Navrangpura, Ahmedabad - 380 009.
2. In case of companies, trusts, societies etc the duly completed ballot form should be accompanied by a certified true copy of Board Resolution/Authority.
3. Unsigned Ballot Forms will be rejected.
4. A Member need not cast all the votes in the same way.
5. Duly completed Ballot Form should reach the Scrutiniser not later than 6.00 p.m. on Monday, September 22, 2014 at the address mentioned in point no. 1 above.
6. The Scrutinizer's decision on the validity of Ballot Form will be final.

INTENTIONALLY KEPT BLANK