



SCRUTINIZERS' REPORT

To

Justice Mohit S. Shah

Chairman appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench (NCLT), for the Meeting of the Secured Creditors of Idea Cellular Limited pursuant to Company Application No. CA (CAA) NO. 91/NCLT/AHM/2017

Sir,

I, Umesh Ved, Practicing Company Secretary (FCS 4411, CP: 2924) have been appointed by the Hon'ble National Company Law Tribunal, Bench at Ahmedabad (NCLT), by its Order dated 21st August, 2017, as "the Scrutinizer" for the purpose of conducting the voting done through poll papers at the venue of the meeting of the Secured Creditors of Idea Cellular Limited convened by order of NCLT and held at Cambay Sapphire (formerly Cambay Spa and Resort), Plot No. 22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar- 382 044, Gujarat, India on Thursday, 12th October, 2017 at 12.00 noon, pursuant to provisions of the Companies Act, 2013 read with applicable rules made thereunder, on the resolution seeking approval of the Secured Creditors to the Composite Scheme of Amalgamation and Arrangement among Vodafone Mobile Services Limited and Vodafone India Limited and Idea Cellular Limited and their respective shareholders and creditors ("the Scheme"), in terms of the Notice dated 31st August, 2017, convening the said meeting.

I do hereby submit my report as under:

- (i) The **Cut-off date** was **Monday, the 31st July, 2017** for the purpose of deciding the Secured Creditors entitled to vote through poll papers at the venue of the meeting on the resolution seeking their approval.
- (ii) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through poll papers on the resolution contained in the Notice of the Meeting.
- (iii) The Company had completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, proxy form, attendance slip, etc. to the Secured Creditors of the Company by 07th of September, 2017 and has also published an advertisement in this regard, in English language in The Indian Express (All editions) and translation thereof in Gujarati language in Sandesh, Ahmedabad edition on Mnday, 11th September, 2017.
- (iv) On Thursday, the 12th October, 2017, at the venue of the NCLT convened meeting, at the end of discussion, the Chairman of the Meeting directed for conducting the voting through poll paper for the Secured Creditors who were present at the meeting.
- (v) One empty ballot box kept for polling was locked in my presence with due identification marks placed by me.



- (vi) After the conclusion of voting at the NCLT convened Meeting, the locked ballot box was subsequently opened in my presence and in presence of Ms. Jasmin Doshi who are not in employment of the Company and poll papers were diligently scrutinized.
- (vii) The poll papers were reconciled with records maintained by the Company and the authorizations/proxies lodged with the Company.
- (viii) I did not find any poll papers invalid.
- (ix) The result of the voting seeking approval to the Scheme is as under:

Resolution

Approval of the Composite Scheme of Amalgamation and Arrangement among Vodafone Mobile Services Limited and Vodafone India Limited and Idea Cellular Limited and their respective shareholders and creditors ("the Scheme").

Report on result of voting through Poll paper at the NCLT convened meeting of Secured Creditors:

(a) Votes in favor of the Resolution

Number of secured creditors present and voting (in person or by proxies or by authorized representatives)	Value of votes cast by secured creditors (Rs.)	% of value of votes cast
10	57,60,61,08,213	100%

(b) Votes against the Resolution

Number of secured creditors present and voting (in person or by proxies or by authorized representatives)	Value of votes cast by secured creditors (Rs.)	% of value of votes cast
Nil	Nil	Nil

(c) Invalid Votes

Number of secured creditors present and voting (in person or by proxies or by authorized representatives) whose votes were declared invalid	Value of votes cast by secured creditors whose votes declared invalid (Rs.)
Nil	Nil



- (x) The list of Secured Creditors who voted "FOR"/"AGAINST/INVALID" for above resolution through poll papers at the venue of the NCLT convened meeting are annexed herewith.
- (xi) The poll papers and all relevant records are handed over to the Company Secretary of the Company for safe keeping.

Thanking you

Yours truly,

Umesh H. Ved

**Umesh Ved
Umesh Ved & Associates
Company Secretaries
FCS-4411
CP-2924**



**Place: Ahmedabad
Date: 12.10.2017**