

27th August, 2019

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

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sirs,

**Sub: Proceedings and Voting Results of 24th Annual General Meeting
[Regulation 30 and Regulation 44 of the SEBI (LODR) Regulations, 2015]**

Ref: "Vodafone Idea Limited" (IDEA / 532822)

The 24th Annual General Meeting (AGM) of the Company was held on Tuesday, 27th August, 2019 at 12:30 P.M. at Cambay Sapphire, Plot No. 22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar – 382 044, Gujarat.

In terms of the provisions of the Companies Act, 2013 and Rules made thereunder and provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), the Company had provided remote E-Voting facility and electronic voting facility at the venue of the AGM.

In this regard, please find enclosed the following:

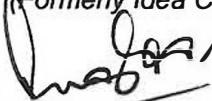
1. Summary of Proceedings of the AGM of the Company as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") – **Annexure - 1**;
2. Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations – **Annexure - 2**; and
3. Report of the Scrutinizer dated August 27, 2019 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 – **Annexure - 3**.
4. Changes approved by the shareholders in the Memorandum and Articles of Association of the Company – **Annexure - 4**.

The Company facilitated live webcast of the proceedings of the meeting.

The Voting Results alongwith the Scrutinizer's Report is also made available on the website of the Company at www.vodafoneidea.com.

Thanking you,

Yours truly,
For **Vodafone Idea Limited**
(Formerly *Idea Cellular Limited*)



Pankaj Kapdeo
Company Secretary



Encl: As above

Vodafone Idea Limited (formerly Idea Cellular Limited)
An Aditya Birla Group & Vodafone partnership

Birla Centurion, 9th to 12th Floor, Century Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400 030. T: +91 95940 04000 | F: +91 22 2482 0095 | www.vodafoneidea.com
Registered Office: Suman Tower, Plot no. 18, Sector 11, Gandhinagar - 382 011, Gujarat. T: +91 79 6671 4000 | F: +91 79 2323 2251 | CIN: L32100GJ1996PLC030976



**SUMMARY OF PROCEEDINGS OF THE 24TH ANNUAL GENERAL MEETING OF
VODAFONE IDEA LIMITED (FORMERLY IDEA CELLULAR LIMITED) HELD ON
27TH AUGUST, 2019**

The 24th Annual General Meeting (AGM) of the members of Vodafone Idea Limited (*Formerly Idea Cellular Limited*) ('the Company'), was held on Tuesday, 27th August, 2019 at 12:30 P.M. at Cambay Sapphire, Plot No. 22-24, Near GIDC, Opposite Hillwoods School, Sector 25, Gandhinagar – 382 044, Gujarat.

As Chairman Mr. Kumar Mangalam Birla, could not attend the Annual General Meeting, the Directors elected Mr. D. Bhattacharya, Non-Executive Director to chair the meeting. Thereafter Mr. D. Bhattacharya took the Chair. He declared that the requisite quorum was present and called the meeting to order.

The Chairman introduced the Directors and the Senior Management present on the dias.

The Chairman then informed the members that in compliance with the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided to all its members, the facility to cast their votes electronically at the AGM on all the resolutions set forth in the Notice. With the consent of the members, the notice dated July 26, 2019 convening the AGM was taken as read.

He further informed that, members who were present at the AGM and who had not cast their votes earlier during the remote e-voting period were provided an opportunity to cast their votes at the venue of the AGM. He also informed that remote e-voting had commenced on August 24, 2019 and ended on August 26, 2019 and Mr. Umesh Ved, proprietor of Umesh Ved & Associates, practicing Company Secretaries, was appointed as the Scrutinizer to scrutinize the remote E-voting process as well as the "at venue e-voting" to be conducted at the venue of the AGM.

The Chairman addressed the members and apprised them on the Indian Economy, Telecom Industry and performance of the Company for the Financial Year 2018-19. He then briefed on the items of ordinary and special business to be transacted at the AGM.

Thereafter the queries raised by the members were duly replied by the Chairman and the Managing Director & CEO.

The following resolutions as set out in the Notice convening the 24th AGM were proposed and seconded by the Members:

Item No.	Agenda	Resolution	Mode of Voting	Remarks
1.	Adoption of the Audited Financial Statements and the Audited Consolidated Financial Statements for the year ended	Ordinary	Remote E-Voting and Electronic Voting at AGM venue	Passed with requisite majority



Item No.	Agenda	Resolution	Mode of Voting	Remarks
	March 31, 2019 together with the Report of Directors' and Auditors' thereon			
2.	Re-appointment of Mr. Himanshu Kapania, Director retiring by rotation	Ordinary	Remote and Voting venue E-Voting Electronic at AGM	Passed with requisite majority
3.	Re-appointment of Mr. Ravinder Takkar, Director retiring by rotation	Ordinary	Remote and Voting venue E-Voting Electronic at AGM	Passed with requisite majority
4.	Approval and Ratification of remuneration of Cost Auditors viz. M/s. Sanjay Gupta & Associates, Cost Accountants for the financial year 2019-20	Ordinary	Remote and Voting venue E-Voting Electronic at AGM	Passed with requisite majority
5.	Re-appointment of Mr. Arun Thiagarajan as an Independent Director of the Company for another term of three years	Special	Remote and Voting venue E-Voting Electronic at AGM	Passed with requisite majority
6.	Appointment of Mr. Krishnan Ramachandran, as an Independent Director of the Company for a period of three years effective December 27, 2018	Ordinary	Remote and Voting venue E-Voting Electronic at AGM	Passed with requisite majority
7.	Appointment of Mr. Suresh Vaswani, as an Independent Director of the Company for a period of three years effective February 8, 2019	Ordinary	Remote and Voting venue E-Voting Electronic at AGM	Passed with requisite majority
8.	Appointment of material related party transactions with Indus Towers Limited	Ordinary	Remote and Voting venue E-Voting Electronic at AGM	Passed with requisite majority
9.	Appointment of material related party transactions with Bharti Infratel Limited	Ordinary	Remote and Voting venue E-Voting Electronic at AGM	Passed with requisite majority
10.	Approval for increase in Authorised Share Capital of the Company and consequential amendment in Capital Clause in Memorandum of Association	Ordinary	Remote and Voting venue E-Voting Electronic at AGM	Passed with requisite majority



Item No.	Agenda	Resolution	Mode of Voting	Remarks
11.	Approval for amendment to Articles of Association of the Company	Special	Remote and E-Voting at venue E-Voting Electronic at AGM	Passed with requisite majority

Thereafter, the Chairman announced voting to be taken electronically ("at venue e-voting") and requested Mr. Umesh Ved, Practicing Company Secretary, the Scrutinizer for the orderly conduct of the voting. The "at venue e-voting" was completed for all the resolutions set out in the notice by the shareholders present in person or by proxy.

The Chairman then announced that the consolidated e-voting results (remote e-voting and the at venue e-voting) alongwith the consolidated scrutinizer's report shall be informed to the Stock Exchanges and also be available on the website of the Company and the registered office.

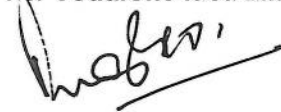
The meeting concluded at 1:35 P.M.

The Scrutinizers' report was received post conclusion of the meeting. All the Resolutions have been passed with the requisite majority.

This is for your information and record.

Thanking you,

Yours truly,
For Vodafone Idea Limited



Pankaj Kapdeo
Company Secretary



Date: 27th August, 2019



Vodafone Idea Limited (Formerly Idea Cellular Limited)	
Voting Results as per Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	
Date of AGM	27th August, 2019
Total number of shareholders on Record Date	416497
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	24
Public	95
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	0
Public	0

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

Resolution No. 1								
Resolution Required (Ordinary / Special)		Ordinary Adoption of the Audited Financial Statements and the Audited Consolidated Financial Statements for the year ended March 31, 2019 together with the Report of Directors' and Auditors' thereon						
Whether promoter / promoter group are interested in the agenda / resolution		No						
Category	Mode of Voting	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	E-Voting	20,685,918,082	7,930,341,627	38.34%	7,930,341,627	-	100.00%	0.00%
	Poll		12,755,576,455	61.66%	12,755,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		20,685,918,082	20,685,918,082	100.00%	20,685,918,082	-	100.00%
Public – Institutions	E-Voting	6,261,701,597	5,148,673,722	82.22%	5,148,673,722	-	100.00%	0.00%
	Poll		2,726,677	0.04%	2,726,677	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		6,261,701,597	5,151,400,399	82.27%	5,151,400,399	-	100.00%
Public-Non-Institutions	E-Voting	1,787,769,561	3,244,127	0.18%	3,101,863	142,264	95.61%	4.39%
	Poll		714,457,001	39.96%	714,457,001	-	100.00%	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		1,787,769,561	717,701,128	40.15%	717,558,864	142,264	99.98%
Total		28,735,389,240	26,555,019,609	92.41%	26,554,877,345	142,264	100.00%	0.00%



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Resolution No. 2								
Resolution Required (Ordinary / Special)		Ordinary Re-appointment of Mr. Himanshu Kapania, Director retiring by rotation						
Whether promoter / promoter group are interested in the agenda / resolution		No						
Category	Mode of Voting	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	E-Voting	20,685,918,082	7,930,341,627	38.34%	7,930,341,627	-	100.00%	0.00%
	Poll		12,755,576,455	61.66%	12,755,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		20,685,918,082	20,685,918,082	100.00%	20,685,918,082	-	100.00%
Public – Institutions	E-Voting	6,261,701,597	5,174,650,417	82.64%	5,094,162,355	80,488,062	98.44%	1.56%
	Poll		2,726,677	0.04%	2,726,677	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		6,261,701,597	5,177,377,094	82.68%	5,096,889,032	80,488,062	98.45%
Public-Non-Institutions	E-Voting	1,787,769,561	3,198,229	0.18%	2,915,123	283,106	91.15%	8.85%
	Poll		714,457,001	39.96%	714,457,001	-	100.00%	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		1,787,769,561	717,655,230	40.14%	717,372,124	283,106	99.96%
Total		28,735,389,240	26,580,950,406	92.50%	26,500,179,238	80,771,168	99.70%	0.30%

Resolution No. 3								
Resolution Required (Ordinary / Special)		Ordinary Re-appointment of Mr. Ravinder Takkar, Director retiring by rotation						
Whether promoter / promoter group are interested in the agenda / resolution		No						
Category	Mode of Voting	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	E-Voting	20,685,918,082	7,930,341,627	38.34%	7,930,341,627	-	100.00%	0.00%
	Poll		12,755,576,455	61.66%	12,755,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		20,685,918,082	20,685,918,082	100.00%	20,685,918,082	-	100.00%
Public – Institutions	E-Voting	6,261,701,597	5,174,650,417	82.64%	5,142,930,019	31,720,398	99.39%	0.61%
	Poll		2,726,677	0.04%	2,726,677	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		6,261,701,597	5,177,377,094	82.68%	5,145,656,696	31,720,398	99.39%
Public-Non-Institutions	E-Voting	1,787,769,561	3,198,058	0.18%	3,020,214	177,844	94.44%	5.56%
	Poll		714,457,001	39.96%	714,457,001	-	100.00%	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		1,787,769,561	717,655,059	40.14%	717,477,215	177,844	99.98%
Total		28,735,389,240	26,580,950,235	92.50%	26,549,051,993	31,898,242	99.88%	0.12%



Resolution No. 4								
Resolution Required (Ordinary / Special)		Ordinary Approval and Ratification of remuneration of Cost Auditors viz. M/s Sanjay Gupta & Associates, Cost Accountants, for the financial year 2019-20						
Whether promoter / promoter group are interested in the agenda / resolution		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)] \times 100}{100}$	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes In favour on votes polled (6) = $\frac{[(4)/(2)] \times 100}{100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)] \times 100}{100}$
Promoter and Promoter Group	E-Voting	20,685,918,082	7,930,341,627	38.34%	7,930,341,627	-	100.00%	0.00%
	Poll		12,755,576,455	61.66%	12,755,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		20,685,918,082	20,685,918,082	100.00%	20,685,918,082	-	100.00%
Public – Institutions	E-Voting	6,261,701,597	5,174,650,417	82.64%	5,174,650,417	-	100.00%	0.00%
	Poll		2,726,677	0.04%	2,726,677	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		6,261,701,597	5,177,377,094	82.68%	5,177,377,094	-	100.00%
Public-Non-Institutions	E-Voting	1,787,769,561	3,192,467	0.18%	2,859,614	332,853	89.57%	10.43%
	Poll		714,457,001	39.96%	714,457,001	-	100.00%	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		1,787,769,561	717,649,468	40.14%	717,316,615	332,853	99.95%
Total		28,735,389,240	26,580,944,644	92.50%	26,580,611,791	332,853	100.00%	0.00%

Resolution No. 5								
Resolution Required (Ordinary / Special)		Special Re-appointment of Mr. Arun Thiagarajan as an Independent Director of the Company for another term of three years						
Whether promoter / promoter group are interested in the agenda / resolution		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)] \times 100}{100}$	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes In favour on votes polled (6) = $\frac{[(4)/(2)] \times 100}{100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)] \times 100}{100}$
Promoter and Promoter Group	E-Voting	20,685,918,082	7,930,341,627	38.34%	7,930,341,627	-	100.00%	0.00%
	Poll		12,755,576,455	61.66%	12,755,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		20,685,918,082	20,685,918,082	100.00%	20,685,918,082	-	100.00%
Public – Institutions	E-Voting	6,261,701,597	5,174,650,417	82.64%	3,287,199,475	1,887,450,942	63.53%	36.47%
	Poll		2,726,677	0.04%	2,726,677	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		6,261,701,597	5,177,377,094	82.68%	3,289,926,152	1,887,460,942	63.54%
Public-Non-Institutions	E-Voting	1,787,769,561	3,199,070	0.18%	2,901,605	297,465	90.70%	9.30%
	Poll		714,457,001	39.96%	714,457,001	-	100.00%	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		1,787,769,561	717,656,071	40.14%	717,358,606	297,465	99.96%
Total		28,735,389,240	26,580,951,247	92.50%	24,693,202,840	1,887,748,407	92.90%	7.10%



Resolution No. 6								
Resolution Required (Ordinary / Special)		Ordinary Appointment of Mr. Krishnan Ramchandran, as Independent Director of the Company for a period of three years effective December 27, 2018						
Whether promoter / promoter group are interested in the agenda / resolution		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	20,685,918,082	7,930,341,627	38.34%	7,930,341,627	-	100.00%	0.00%
	Poll		12,755,576,455	61.66%	12,755,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		20,685,918,082	20,685,918,082	100.00%	20,685,918,082	-	100.00%
Public – Institutions	E-Voting	6,261,701,597	5,174,650,417	82.64%	5,110,785,045	63,865,372	98.77%	1.23%
	Poll		2,726,677	0.04%	2,726,677	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		6,261,701,597	5,177,377,094	82.68%	5,113,511,722	63,865,372	98.77%
Public-Non-Institutions	E-Voting	1,787,769,561	3,197,916	0.18%	3,006,821	191,095	94.02%	5.98%
	Poll		714,457,001	39.96%	714,457,001	-	100.00%	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		1,787,769,561	717,654,917	40.14%	717,463,822	191,095	99.97%
Total		28,735,389,240	26,580,950,093	92.50%	26,516,893,626	64,056,467	99.76%	0.24%

Resolution No. 7								
Resolution Required (Ordinary / Special)		Ordinary Appointment of Mr. Suresh Vaswani, as an Independent Director of the Company for a period of three years effective February 8, 2019						
Whether promoter / promoter group are interested in the agenda / resolution		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	20,685,918,082	7,930,341,627	38.34%	7,930,341,627	-	100.00%	0.00%
	Poll		12,755,576,455	61.66%	12,755,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		20,685,918,082	20,685,918,082	100.00%	20,685,918,082	-	100.00%
Public – Institutions	E-Voting	6,261,701,597	5,174,650,417	82.64%	5,110,570,354	64,080,063	98.76%	1.24%
	Poll		2,726,677	0.04%	2,726,677	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		6,261,701,597	5,177,377,094	82.68%	5,113,297,031	64,080,063	98.76%
Public-Non-Institutions	E-Voting	1,787,769,561	3,199,352	0.18%	2,986,001	213,351	93.33%	6.67%
	Poll		714,457,001	39.96%	714,457,001	-	100.00%	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		1,787,769,561	717,656,353	40.14%	717,443,002	213,351	99.97%
Total		28,735,389,240	26,580,951,529	92.50%	26,516,658,115	64,293,414	99.76%	0.24%



Resolution No. 8								
Resolution Required (Ordinary / Special)		Ordinary Approval of material related party transactions with Indus Towers Limited						
Whether promoter / promoter group are interested in the agenda / resolution		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)] \times 100}{100}$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{[(4)/(2)] \times 100}{100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)] \times 100}{100}$
Promoter and Promoter Group	E-Voting		-	0.00%	-	-	0.00%	0.00%
	Poll	20,685,918,082	-	0.00%	-	-	0.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total	20,685,918,082	-	0.00%	-	-	0.00%	0.00%
Public – Institutions	E-Voting		5,172,214,417	82.60%	3,108,257,191	2,063,957,226	60.10%	39.90%
	Poll	6,261,701,597	2,726,677	0.04%	2,726,677	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total	6,261,701,597	5,174,941,094	82.64%	3,110,983,868	2,063,957,226	60.12%	39.88%
Public-Non-Institutions	E-Voting		3,196,598	0.18%	3,031,436	165,162	94.83%	5.17%
	Poll	1,787,769,561	714,457,001	39.96%	714,457,001	-	100.00%	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total	1,787,769,561	717,653,599	40.14%	717,488,437	165,162	99.98%	0.02%
Total		28,735,389,240	5,892,594,693	20.51%	3,828,472,305	2,064,122,388	64.97%	35.03%

Resolution No. 9								
Resolution Required (Ordinary / Special)		Ordinary Approval of material related party transactions with Bharti Infratel Limited						
Whether promoter / promoter group are interested in the agenda / resolution		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)] \times 100}{100}$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{[(4)/(2)] \times 100}{100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)] \times 100}{100}$
Promoter and Promoter Group	E-Voting		-	0.00%	-	-	0.00%	0.00%
	Poll	20,685,918,082	-	0.00%	-	-	0.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total	20,685,918,082	-	0.00%	-	-	0.00%	0.00%
Public – Institutions	E-Voting		5,172,214,417	82.60%	3,108,257,191	2,063,957,226	60.10%	39.90%
	Poll	6,261,701,597	2,726,677	0.04%	2,726,677	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total	6,261,701,597	5,174,941,094	82.64%	3,110,983,868	2,063,957,226	60.12%	39.88%
Public-Non-Institutions	E-Voting		3,201,824	0.18%	3,061,268	140,556	95.61%	4.39%
	Poll	1,787,769,561	714,457,001	39.96%	714,457,001	-	100.00%	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total	1,787,769,561	717,658,825	40.14%	717,518,269	140,556	99.98%	0.02%
Total		28,735,389,240	5,892,599,919	20.51%	3,828,502,137	2,064,097,782	64.97%	35.03%



Resolution No. 10								
Resolution Required (Ordinary / Special)		Ordinary Approval for Increase in Authorised Share Capital of the Company and consequential amendment in the Capital Clause of the Memorandum of Association						
Whether promoter / promoter group are interested in the agenda / resolution		No						
Category	Mode of Voting	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	E-Voting	20,685,918,082	7,930,341,627	38.34%	7,930,341,627	-	100.00%	0.00%
	Poll		12,755,576,455	61.66%	12,755,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		20,685,918,082	20,685,918,082	100.00%	20,685,918,082	-	100.00%
Public - Institutions	E-Voting	6,261,701,597	5,174,650,417	82.64%	5,152,456,687	22,193,730	99.57%	0.43%
	Poll		2,726,677	0.04%	2,726,677	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		6,261,701,597	5,177,377,094	82.68%	5,155,183,364	22,193,730	99.57%
Public-Non-Institutions	E-Voting	1,787,769,561	3,202,462	0.18%	3,041,360	161,102	94.97%	5.03%
	Poll		714,457,001	39.96%	714,457,001	-	100.00%	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		1,787,769,561	717,659,463	40.14%	717,498,361	161,102	99.98%
Total		28,735,389,240	26,580,954,839	92.50%	26,558,699,807	22,364,832	99.92%	0.08%

Resolution No. 11								
Resolution Required (Ordinary / Special)		Special Approval of amendment to the Articles of Association of the Company						
Whether promoter / promoter group are interested in the agenda / resolution		Yes						
Category	Mode of Voting	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	E-Voting	20,685,918,082	7,930,341,627	38.34%	7,930,341,627	-	100.00%	0.00%
	Poll		12,755,576,455	61.66%	12,755,576,455	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		20,685,918,082	20,685,918,082	100.00%	20,685,918,082	-	100.00%
Public - Institutions	E-Voting	6,261,701,597	5,174,650,417	82.64%	5,174,650,417	-	100.00%	0.00%
	Poll		2,726,677	0.04%	2,726,677	-	100.00%	0.00%
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		6,261,701,597	5,177,377,094	82.68%	5,177,377,094	-	100.00%
Public-Non-Institutions	E-Voting	1,787,769,561	3,201,566	0.18%	3,026,653	174,913	94.54%	5.46%
	Poll		714,457,001	39.96%	714,457,001	-	100.00%	-
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		1,787,769,561	717,658,567	40.14%	717,483,654	174,913	99.98%
Total		28,735,389,240	26,580,953,743	92.60%	26,680,778,830	174,913	100.00%	0.00%



**UMESH VED & ASSOCIATES**
Company Secretaries

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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,
VODAFONE IDEA LIMITED
(Formerly Known as Idea Cellular Limited)
Suman Tower,
Plot No.18, Sector-11,
Gandhinagar – 382011.

Re: Twenty Fourth Annual General Meeting (AGM) of Vodafone Idea Limited (Formerly Known as Idea Cellular Limited) held on Tuesday, the 27th August, 2019 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

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 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 24th AGM of the Members of "Vodafone Idea Limited" (Formerly known as Idea Cellular Limited) (the Company) held on Tuesday, the 27th August, 2019 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.

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 Limited ("NSDL") (the Agency/ service provider) and the Electronic Tab Voting at the AGM.



I submit my report as under:

1. The shareholders of the Company holding shares as on the "cut-off" date 20th August, 2019, were entitled to vote on the proposed resolutions as set out in item nos. 1 to 11 in the Notice of the 24th AGM of the Company.
2. The facility provided for Remote E-Voting commenced from 9.00 A.M. on Saturday, the 24th August, 2019 and ended on 5.00 P.M. on Monday, the 26th August, 2019. The Remote E – voting facility was blocked thereafter.
3. At the venue of the AGM, the facility to vote electronically by means of Tab Voting was provided to facilitate those members present at the AGM who could not participate through Remote E-voting, to record their votes. After counting of the votes through electronic means at the venue of the AGM, the votes cast through Remote E- voting were unblocked by me in the presence of two witnesses, namely, Mr. Madhav Singh Rathore and Mr. Siddhant Raisoni who are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.



Madhav Singh Rathore



Siddhant Raisoni

4. The voting done through Remote E-voting and Electronic Tab Voting at the meeting were reconciled with the records maintained by the RTA and the authorizations / proxies lodged with the Company.
5. The result of the Remote e-voting as well as Electronic voting at the AGM is as under:
 - (a) **Ordinary Resolution** Adoption of Audited Financial Statements and Audited Consolidated Financial Statements for the financial year ended 31 March, 2019, together with the Reports of the Board of Directors' and Auditors' thereon



Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	1047	13082117212	99.9989
Tab Voting	99	13472760133	100.0000
Total	1146	26554877345	99.9995

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	48	142264	0.0011
Tab Voting	0	0	0.0000
Total	48	142264	0.0005

(b) **Ordinary Resolution** to Re-appointment of Mr. Himanshu Kapania, Director retiring by rotation

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	929	13027419105	99.3838
Tab Voting	99	13472760133	100.0000
Total	1028	26500179238	99.6961

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	164	80771168	0.6162
Tab Voting	0	0	0.0000
Total	164	80771168	0.3039



- (c) **Ordinary Resolution** for Re-appointment of Mr. Ravinder Takkar, Director retiring by rotation

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	968	13076291860	99.7567
Tab Voting	99	13472760133	10.0000
Total	1067	26549051993	99.8800

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	124	31898242	0.2433
Tab Voting	0	0	0.0000
Total	124	31898242	0.1200

- (d) **Ordinary Resolution** for Ratification of remuneration payable to Cost Auditors of the company for FY 2019-20

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	996	13107851658	99.7567
Tab Voting	99	13472760133	100.0000
Total	1095	26580611791	99.9988

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	93	332853	0.0025
Tab Voting	0	0	0.0000
Total	93	332853	0.0012



- (c) **Special Resolution** for Re-appointment of Mr. Arun Thiagarajanas an Independent Director of the Company for another term of three years.

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	709	11220442707	85.5987
Tab Voting	99	13472760133	100.0000
Total	808	24693202840	92.8981

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	385	1887748407	14.4013
Tab Voting	0	0	0.0000
Total	385	1887748407	7.1019

- (f) **Ordinary Resolution** for Appointment of Mr. Krishan Ramchandran as an Independent Director of the Company for period of three years effective December 27, 2018.

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	1001	13044133493	99.5113
Tab Voting	99	13472760133	100.0000
Total	1100	26516893626	99.7590

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	89	64056467	0.4887
Tab Voting	0	0	0.0000
Total	89	64056467	0.2410



- (g) **Ordinary Resolution** for Appointment of Mr. Suresh Vaswani as an Independent Director of the Company for period of three years effective February 08, 2019.

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	996	13043897982	99.5095
Tab Voting	99	13472760133	100.0000
Total	1095	26516658115	99.7581

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	97	64293414	0.4905
Tab Voting	0	0	0.0000
Total	97	64293414	0.2419

- (h) **Ordinary Resolution** for Approval of Material Related Party Transactions with Indus Towers Limited

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	744	3111288627	60.1167
Tab Voting	80	717183678	100.0000
Total	824	3828472305	64.9709

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	342	2064122388	39.8833
Tab Voting	0	0	0.0000
Total	342	2064122388	35.0291



(l) **Ordinary Resolution** for Approval of Material Related Party Transactions with Bharti Infratel Limited

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	757	3111318459	60.1173
Tab Voting	80	717183678	100.0000
Total	837	3828502137	64.9714

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	330	2064097782	39.8827
Tab Voting	0	0	0.0000
Total	330	2064097782	35.0287

(j) **Ordinary Resolution** for Approval for Increase in Authorised Share Capital of the Company and consequential amendment in Capital Clause in the Memorandum of Association of the Company.

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	1007	13085839674	99.8295
Tab Voting	99	13472760133	100.0000
Total	1106	26558599807	99.9159

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	91	22354832	0.1705
Tab Voting	0	0	0.0000
Total	91	22354832	0.0841



(k) Special Resolution for Amendment to Articles of Association of the Company

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	1035	13108018697	99.9987
Tab Voting	99	13472760133	100.0000
Total	1134	26580778830	99.9993

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote E-Voting	62	174913	0.0013
Tab Voting	0	0	0.0000
Total	62	174913	0.0007

6. Vote cast by 1 Promoter holding Shares 101428530 in favor of the Resolution No. 8 & 9 was not considered.
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 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
Umesh Ved & Associates
Company Secretaries
FCS No: 4411
CP No: 2924



Pankaj Kapdeo

Mr. Pankaj Kapdeo
Company Secretary

Date: 27/08/2019
Place: Ahmedabad

Changes approved by the shareholders in the Memorandum and Articles of Association of the Company:**1. Increase in Authorised Share Capital of the Company**

The members have approved increase in the Authorised Share Capital of the Company from existing Rs. 3,02,93,00,20,000 to Rs. 5,00,00,00,00,000 by amending Clause V of the Memorandum of Association.

2. Amendment to Articles of Association

The following are inter-alia the key amendments to the Articles of Association approved by the shareholders, pursuant to:

(a) Amendment in the Shareholders' Agreement dated March 20, 2017, executed by the Company with Vodafone Group and Aditya Birla Group with respect to:

- Elaine Investments, Oriana Investments and IGH Holdings (Aditya Birla Group Shareholders) becoming parties to the Shareholders' Agreement, consequent to preferential allotment made by the Company in February 2018 and transfer of shares of the Company from a Vodafone Group Shareholder to a new Aditya Birla Group Shareholder (IGH Holdings);
- Deletion of concept of Leverage Breaching Group
- Change in definition of Qualifying Threshold
- Change in definition of Surplus Shareholding and transfer of Surplus Shareholding
- Permitting both the Promoter Group(s) to create encumbrance on the Company's Shares

(b) Deletion of Part II of the Articles of Association consequent to relinquishment of rights of Axiata Group Berhad under the Shareholders Agreement dated June 25, 2008.

