

Before the National Company Law Tribunal,  
Mumbai Bench, Mumbai  
COMPANY SCHEME PETITION NO. 1012 OF 2017  
CONNECTED WITH  
COMPANY SCHEME APPLICATION NO. 829 OF 2017

In the matter of the Companies Act, 2013

AND

In the matter of Sections 230 to 232 of the Companies Act, 2013

AND

In the matter of Composite Scheme of Amalgamation and  
Arrangement

AMONG

Vodafone Mobile Services Limited  
(the "Petitioner/ Transferor Company No. 1")

AND

Vodafone India Limited  
(the "Petitioner/ Transferor Company No. 2")

AND

Idea Cellular Limited  
(the "Non-Petitioner/ Transferee Company")

Date: 8<sup>th</sup> November 2017

Coram: Hon'ble B.S.V. Prakash Kumar (J) &  
Hon'ble V. Nallasenapathy (T)

Appearance: Ms. Fereshte D. Sethna, Ms. Shreema Doshi & Ms.  
Kameela Diler, instructed by DMD Advocates,  
Advocates for the Petitioner/ Transferor Companies

Per: V. Nallasenapathy, Member (T)

**ORDER**

1. Petition Admitted.

2. Petition is fixed for hearing and final disposal on 6 December 2017.
3. Learned Advocate for the Petitioner/ Transferor Companies states that in pursuance of the directions contained in the Order dated 17 August 2017 passed by the National Company Law Tribunal, Mumbai Bench in Company Scheme Application No. 829 of 2017:
  - (i) Meeting of the Equity Shareholders of the Petitioner/Transferor Company No.1 was convened and held at Y. B. Chavan Centre, General Jagannath Bhosle Road, Nariman Point, Opposite Mantralaya, Mumbai, Maharashtra 400021, on Wednesday, 11 October 2017, at 9:00 a.m. (0900 hours), for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of amalgamation and arrangement. The requisite quorum was present, and the Scheme was approved unanimously by the Equity Shareholders of the Petitioner/Transferor Company No. 1, present and validly voting, without modifications. The Chairman appointed for the meeting has filed an affidavit of service dated 3 October 2017 in relation to notice(s) of meeting, along with his report dated 11 October 2017 relating to the meeting and affidavit dated 11 October 2017, verifying his report dated 11 October 2017, with this Hon'ble Tribunal, on 16 October 2017.
  - (ii) Meeting of the unsecured debentures holders of the Petitioner/ Transferor Company No.1 was convened and held at Y. B. Chavan Centre, General Jagannath Bhosle

Road, Nariman Point, Opposite Mantralaya, Mumbai, Maharashtra 400021, on Wednesday, 11 October 2017, at 1600 hours, for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of amalgamation and arrangement. The requisite quorum was present, and the Scheme was approved by the requisite majority of the unsecured debentures holders of the Petitioner/Transferor Company No. 1, present and validly voting, without modifications. The Chairman appointed for the meeting has filed an affidavit of service dated 3 October 2017 in relation to notice(s) of meeting, along with his report dated 13 October 2017 relating to the meeting and affidavit dated 13 October 2017, verifying his report dated 13 October 2017, with this Hon'ble Tribunal, on 16 October 2017.

- (iii) Meeting of the unsecured creditors of the Petitioner/Transferor Company No. 1 was convened and held at Y. B. Chavan Centre, General Jagannath Bhosle Road, Nariman Point, Opposite Mantralaya, Mumbai, Maharashtra 400021, on Wednesday, 11 October 2017, at 1000 hours, for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of amalgamation and arrangement. The requisite quorum was present, and the Scheme was approved unanimously by the unsecured creditors of the Petitioner/Transferor Company No. 1, present and validly voting, without modifications. The Chairman appointed for the meeting has filed an affidavit of service of notice dated 3 October 2017 in relation to notice(s) of meeting, along with his report dated 11 October 2017 relating to the meeting and

affidavit dated 11 October 2017, verifying his report dated 11 October 2017, with this Hon'ble Tribunal, on 16 October 2017.

(iv) Meeting of the Equity Shareholders of the Petitioner/Transferor Company No. 2 was convened and held at Y. B. Chavan Centre, General Jagannath Bhosle Road, Nariman Point, Opposite Mantralaya, Mumbai, Maharashtra 400021, on Wednesday, 11 October 2017, at 0915 hours, for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of amalgamation and arrangement. The requisite quorum was present, and the Scheme was approved unanimously by the Equity Shareholders of the Petitioner/Transferor Company No. 2, present and validly voting, without modifications. The Chairman appointed for the meeting has filed an affidavit of service of notice dated 3 October 2017 in relation to notice(s) of meeting, along with his report dated 12 October 2017 relating to the meeting and affidavit dated 12 October 2017, verifying his report dated 12 October 2017, with this Hon'ble Tribunal, on 16 October 2017.

(v) Meeting of the unsecured creditors of the Petitioner/Transferor Company No. 2 was convened and held at Y. B. Chavan Centre, General Jagannath Bhosle Road, Nariman Point, Opposite Mantralaya, Mumbai, Maharashtra 400021, on Wednesday, 11 October 2017, at 1130 hours, for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of amalgamation and arrangement. The requisite quorum was present and the

Scheme was approved unanimously by the unsecured creditors of the Petitioner/Transferor Company No. 2, present and validly voting, without modifications. The Chairman appointed for the meeting has filed an affidavit of service of notice dated 3 October 2017 in relation to notice(s) of meeting, along with his report dated 12 October 2017 relating to the meeting and affidavit dated 12 October 2017, verifying his report dated 12 October 2017, with this Hon'ble Tribunal, on 16 October 2017.

4. The Learned Advocate for the Petitioner/ Transferor Companies further submits that as directed by this Hon'ble Tribunal, notices have been served upon all the Regulatory Authorities, namely, (i) Central Government, through the Regional Director (Western Region), Ministry of Corporate Affairs; (ii) Registrar of Companies, Mumbai; (iii) Income Tax Authority; (iv) Department of Telecommunications, Government of India; (v) Reserve Bank of India; (vi) Official Liquidator, pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The Chairman appointed for the meetings of the Equity Shareholders, the Unsecured Debenture Holders and the Unsecured Creditors of the Petitioner/Transferor Company No. 1, has filed an affidavit of service dated 14 September 2017, with proof of service upon all the Regulatory Authorities duly appended thereto. The Chairman appointed for the meetings of the Equity Shareholders and the Unsecured Creditors of the Petitioner/Transferor Company No. 2, has filed an affidavit of service dated 14 September 2017, with proof of service upon all the Regulatory Authorities duly appended thereto.

5. The Learned Advocate appearing on behalf of the Petitioner/ Transferor Companies states that the Petition has been filed in consonance with sections 230-232 of the Companies Act, 2013, and the Order dated 17 August 2017 passed by the National Company Law Tribunal, Mumbai Bench, in Company Scheme Application 829 of 2017.
6. At least ten days before the date fixed for hearing, the Petitioner/ Transferor Companies to publish the notice of hearing of the Petition in two local newspapers, Indian Express (all editions) in English, and translation thereof in Navshakti (Mumbai edition) in Marathi having circulation in Mumbai, as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
7. The Petitioner Companies to file an affidavit of service regarding the directions given by the Tribunal, and do report to this Tribunal that the direction regarding the issue of advertisement of notice has been duly complied with.

Sd/-

V. Nallasenapathy, Member (T)

Sd/-

B.S.V. Prakash Kumar, Member (J)