



Reliance Communications Limited
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710.

Tel : +91 022 3038 6286
Fax: +91 022 3037 6622
www.rcom.co.in

15th February, 2013

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001
Fax No.: 2272 2037/39/41/61/3121/3719

BSE Scrip Code: 532712

The Manager
National Stock Exchange of India Ltd.
Exchange Plaza, C/1, Block G
Bandra - Kurla Complex,
Bandra (East)
Mumbai 400 051
Fax No.: 2659 8237 / 38/ 8347/8348/
66418124/ 25/ 26
NSE Symbol: RCOM

Dear Sir,

Sub: **Details of RCOM Employees Stock Option Scheme.**

We refer to a Circular No.CIR/CFD/DIL/3/2013 dated 17th January, 2013 in the matter of amendments to SEBI (Employee Stock Option Scheme and Employee Stock Purchases Scheme) Guidelines, 1999 and Equity Listing Agreement and submit the details of our Scheme in the format provided with the aforesaid Circular as required.

We confirm that the Company is taking active steps including convening meetings of the ESOS Committee, modifying the Trust Deed / Scheme, etc. and shall be fully compliant with the Revised Guidelines.

Kindly take the same on records.

Thanking you.

Yours faithfully,
For Reliance Communications Limited

Sd/-

Prakash Shenoy
Company Secretary

Encl.:- As above.

Required details as per prescribed format

Sr. No.	Particulars	Details
1.	Name of the Issuer	Reliance Communications Limited
2.	Name of the Scheme	Reliance Communications Limited – Employees Stock Option Scheme
3.	Date of Implementation	9 th March, 2008
4.	Mode of Implementation(Trust/ Direct)	Direct as well as through Trust
5.	<p>Brief Particulars about the Scheme (Modus Operandi)</p> <p>Details of Trust, Trustees, and their relationship with Promoters or Directors of the Company</p>	<p>Brief Particulars about the Scheme</p> <p>a. The Maximum number of Options to any single Employee (including any non executive or independent Director) during any one Year, under any one or more plans under the ESOS, shall not exceed 1% of the issued and paid up Equity Shares of the Company as on 30th September, 2006, i.e. upto 2,04,46,149 Equity Shares; provided however that the aggregate Securities issued / granted to all the Employees under all the plans under the ESOS collectively shall not exceed 5% of the issued and paid up Equity Shares of the Company as on 30th September, 2006 i.e. upto 10,22,30,750 Options convertible into Equity Shares of the Company.</p> <p>b. The following persons shall be eligible to participate in the ESOS.</p> <p>(a) Persons as are in the permanent employment of the Company or holding company or subsidiary companies in such grade and with such experience / association with the Company, as may be decided by the Board of Directors/ESOS Compensation Committee.</p> <p>(b) Directors (including whole-time Directors) of the Company and its holding/subsidiary companies.</p> <p>(c) Such other persons, as may from time to time, be allowed under prevailing laws and regulations and as may be approved by the Board of Directors or ESOS Compensation Committee for this purpose.</p> <p>c. The Process</p> <p>(1) The Company has a formal performance appraisal system established wherein the performance of the Employees is assessed each year on the basis of</p>



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		<p>various functional and managerial parameters. The appraisal process may be revised at regular intervals as decided by the ESOS Compensation Committee.</p> <p>(2) Subject to the provisions contained herein, the Employees will be granted Options based on one or more eligibility criteria and performance-linked parameters such as work performance, technical knowledge, period of service, designation, leadership qualities, merit, future potential, contribution, conduct of the Employee and such other appropriate relevant factors. Different criteria may be applied to different Plan(s), as may be determined by the ESOS Compensation Committee, from time to time.</p> <p>(3) The ESOS Compensation Committee may also extend the benefits of the ESOS to a new entrant or any existing Employee on such other basis as it may, in its absolute discretion, deem fit.</p> <p>(4) All Employees to whom the ESOS Compensation Committee has granted Options would be informed by way of a separate communication by way of letter or an electronic mail.</p> <p>(5) On Exercise of the Options by the Employee in accordance with the ESOS, one Equity Share for each Option would be issued and allotted by the Company.</p> <p>(6) The Options, which have been granted whether vested or not shall be adjusted appropriately in case of any change made to the Equity Share Capital of the Company by reason of consolidation, sub-division, or conversion of shares into stock or otherwise, so as to reflect such change without any way affecting the rights of the said Option holders.</p> <p>(7) In the event of any changes of outstanding ordinary shares by way of a bonus issue, right issue, split, reduction, combinations and exchange of shares, re-capitalisation, sale of division, amalgamation, and demerger of the Company, the ESOS</p>
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		<p>Compensation Committee empowered to appropriately adjust the exercise price and / or the number of Options granted to the eligible Employees.</p> <p>d. Under ESOS Plan 2008, Options at price of Rs. 341 (Founder Club), Rs.441 (Pioneer Club) and Rs. 516 (Growth Club). Under ESOS Plan 2009, the Committee has granted Options to those employees who have surrendered their Options under ESOS Plan 2008. The exercise price is Rs.206 per Option.</p> <p>e. Vesting period will commence on expiry of one year from the grant date.</p> <p>f. Minimum percentage of vested options to be exercised are as under:</p> <table border="1" data-bbox="873 968 1495 1234"> <thead> <tr> <th>Year</th> <th>Minimum Cumulative % to be exercised</th> <th>Year</th> <th>Minimum Cumulative % to be exercised</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>-</td> <td>6</td> <td>30</td> </tr> <tr> <td>2</td> <td>5</td> <td>7</td> <td>60</td> </tr> <tr> <td>3</td> <td>15</td> <td>8</td> <td>60</td> </tr> <tr> <td>4</td> <td>15</td> <td>9</td> <td>60</td> </tr> <tr> <td>5</td> <td>30</td> <td>10</td> <td>100</td> </tr> </tbody> </table> <p>g. Failure to exercise minimum percentage shall lead to lapse of such unexercised Options.</p> <p>Name of Trust RCOM ESOS Trust</p> <p>Names of Trustee Reliance ADA Group Trustees Private Limited</p> <p>Relationship with promoter or Directors of the Company The trustee company is an independent and the promoters or Directors of the Company have no control over the trust or its trustees.</p>	Year	Minimum Cumulative % to be exercised	Year	Minimum Cumulative % to be exercised	1	-	6	30	2	5	7	60	3	15	8	60	4	15	9	60	5	30	10	100
Year	Minimum Cumulative % to be exercised	Year	Minimum Cumulative % to be exercised																							
1	-	6	30																							
2	5	7	60																							
3	15	8	60																							
4	15	9	60																							
5	30	10	100																							
6.	Whether Promoters/Persons belonging to the Promoter group/directors, are also beneficiaries in the scheme. If so, the details thereof and their entitlements.	No.																								
7.	No. of Shares held by Trust/ any other agency managing the scheme as on the date of the circular	2,12,79,000 equity shares are held by the Trust as on the date of the Circular dated 17 th January, 2013.																								



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8.	How the Trust/ agency is proposing to deal with the existing holding (whether to be transferred to the employees, or to be sold in the market for transferring the benefits to the employees, if so, details regarding proposed date of such transfer or sale shall be given) Such date shall not be later than June 30, 2013	The entire existing shareholding of RCOM ESOS Trust stands for the benefit of the Employees. The same shall solely be utilized towards allotment in terms of the Company's ESOS Scheme(s) / Plan(s). No further shares shall be purchased from the market by RCOM ESOS Trust. Sale / disposal of shares, if required shall be taken up after obtaining SEBI's guidance as to timing and mode of sale / disposal.
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9. Details of persons who are entitled to shares or benefits accruing out of shares, which form part of more than 1 percent of the paid up share capital, as on the date of the circular in the following format:

Name of the employee	Whether falling under Promoter/ Promoter group/directors	No. of entitled Shares	% of such entitlement over the Paid- up Share Capital	No. of Shares transferred/ allotted to them/benefits of which is passed on to them out of (3)
(1)	(2)	(3)	(4)	(5)
Nil				

10. Details of secondary market purchases/sales by the Company/ Trust/ any other agency managing the scheme if any, since April 01, 2012 in the following format:

SL	Date/time	Type of Transaction (purchase/ sale)	No. of Securities	Price at which purchased / sold
Nil				

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