



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

Tel : +91 22 3037 3333
+91 22 3038 6286
Fax : +91 22 3037 6622
www.rcom.co.in

August 29, 2016

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

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

BSE Scrip Code: 532712

NSE Symbol: RCOM

Dear Sir,

Sub: Notice of Book Closure and Annual General Meeting.

Pursuant to Regulation 42 and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we wish to inform you that:

- (1) 12th Annual General Meeting (AGM) of the members of the Company will be held on Tuesday, September 27, 2016. A copy of the notice of the 12th AGM is enclosed herewith.
- (2) Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 17, 2016 to Tuesday, September 27, 2016** (both the days inclusive) for the purpose of Annual General Meeting. A duly completed Form being intimation of the Book Closure is enclosed herewith for your information and record.

Further, as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing facility to the members to cast their votes by electronic means on all the resolutions set forth in the Notice of 12th AGM. A copy of the e-voting instructions slip (Form) is also enclosed.



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You are requested kindly to take the same on record and inform your members accordingly.

Thanking you.

Yours faithfully,
For Reliance Communications Limited

Sd/-
Prakash Shenoy
Company Secretary

Encl. :- As above.

Copy to: a. National Securities Depository Limited, Mumbai
b. Central Depository Services (India) Limited, Mumbai
c. Karvy Computershare Private Limited, Hyderabad.



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Name of the Company: **Reliance Communications Limited**

Security Code	Type of Security & paid up value	Book Closure		Record Date	Purpose
		From	To		
RCOM* 532712**	Equity Shares Rs. 5 paid-up per share	From Saturday September 17, 2016	To Tuesday, September 27, 2016 (both the days inclusive)	N. A.	For the purpose of Annual General Meeting.

* As per National Stock Exchange of India Limited

** As per BSE Limited

For Reliance Communications Limited

Date :- 29.08.2016

Sd/
Prakash Shenoy
Company Secretary

Reliance Communications Limited

Notice

Notice is hereby given that the 12th Annual General Meeting of the Members of **Reliance Communications Limited** will be held on Tuesday, September 27, 2016 at 12.00 noon or soon after conclusion of the Annual General Meeting of Reliance Capital Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020 to transact the following business:

Ordinary Business:

1. To consider and adopt:
 - a) the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon, and
 - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and the report of the Auditors thereon.
2. To appoint a Director in place of Smt. Manjari Kacker (DIN 06945359), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolutions as **Ordinary Resolutions**:
 - (a) "RESOLVED THAT M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors."
 - (b) "RESOLVED THAT M/s. Pathak H.D. & Associates, Chartered Accountants (Firm Registration No. 107783W), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 17th Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors."

Special Business:

4. Private Placement of Non-Convertible Debentures and/ or other Debt Securities.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (SEBI) (Issue and Listing of Debt Securities) Regulations, 2008, as amended, and other applicable SEBI regulations and guidelines, and subject to such other applicable laws, rules and regulations and guidelines, approval of the Members of the Company 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 which the Board may constitute to exercise its powers, including the powers conferred by this resolution) for making offer(s) or invitation(s) to subscribe Secured / Unsecured / Redeemable Non-Convertible Debentures (NCDs) including but not limited to subordinated debentures, bond, and/or other debt securities, etc., on a private placement basis, in one or more tranches, within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorised to determine the terms of issue including the class of investors to whom NCDs are to be issued, time of issue, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium / discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign execute and amend any deeds / documents / undertakings / agreements / papers / writings, as may be required in this regard."

5. Payment of remuneration to Cost Auditors for the financial year ending March 31, 2017.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)(the Act"), M/s. V. J. Talati & Co., Cost Accountants (Firm Registration Number 00213), appointed as the Cost Auditors of the Company for auditing the cost accounting records of the Company for the financial year ending March 31, 2017, be paid remuneration of ₹ 2.50 lac (Rupees two lac fifty thousand only) excluding service tax and out of pocket expenses, if any.

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

6. Re-appointment of a Manager.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, read with Schedule V to the Companies Act, 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) (the Act), and subject to all such sanctions, as may be necessary, the approval of the Company be and is hereby accorded to the re-appointment of Shri Prakash Shenoy as the Manager of the Company for a period of 5 (five) years with effect from June 1, 2016 on the terms and conditions including remuneration set out in the Agreement to be entered into between the Company and Shri Prakash Shenoy, a draft whereof was placed before the meeting which Agreement is hereby specifically sanctioned with liberty to the Board

Notice

of Directors (hereinafter referred to as "Board" which term shall be deemed to include the "Nomination and Remuneration Committee" of the Board) to alter and vary the terms and conditions including remuneration and/or Agreement at any time as may be agreed to between the Board and Shri Prakash Shenoy, so as not to exceed the limits specified in Schedule V to the Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of Shri Prakash Shenoy, as Manager, the remuneration and perquisites set out as in the agreement be paid or granted to him as minimum remuneration and perquisites, provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the applicable ceiling limit in terms of Schedule V to the Act.

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

By Order of the Board of Directors

Prakash Shenoy
Company Secretary

Registered Office:
H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710
CIN:L45309MH2004PLC147531
Website: www.rcom.co.in

May 30, 2016

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Annual General Meeting (the "Meeting") is annexed hereto.
2. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of herself / himself and the proxy need not be a member of the Company. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the Meeting. A Proxy form is sent herewith.**
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. However, 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 shareholder.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of their board resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
5. Members / Proxies are requested to bring their duly filled attendance slip sent herewith along with their copy of the annual report to the Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members who hold share(s) in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their folio number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
8. Clause 49 of the Listing Agreement with the Stock Exchanges for the period April 1, 2015 to November 30, 2015 and relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period December 1, 2015 to March 31, 2016 are referred to as "Listing Regulations" in this Annual Report.
9. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays between 11:00 A.M. and 1:00 P.M. up to the date of the Meeting. The certificate from the Auditors of the Company confirming the compliance of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 with respect to the Company's ESOS Plans will be available for inspection at the Meeting.
10. The Company's Register of Members and Share Transfer Books will remain closed from Saturday, September 17, 2016 to Tuesday, September 27, 2016 (both days inclusive) for the purpose of Annual General Meeting.
11. Members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change bank particulars or bank mandates for shares held in electronic form.
12. Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company / Registrar and Transfer Agent, Karvy Computershare Private Limited.
13. The corresponding provisions of the Companies Act, 2013 with reference to Section 205A(5) and Section 205C of the Companies Act, 1956 is not yet notified. The Company has transferred, the unpaid or unclaimed dividend for the financial years 2006-07 and 2007-08 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts of dividend lying

Reliance Communications Limited

Notice

- with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 30, 2015 (date of last Annual General Meeting) on the website of the Company (www.rcom.co.in), as also on the Ministry of Corporate Affairs' website.
14. Non-Resident Indian members are requested to inform Karvy Computershare Private Limited immediately on:
- the change in the residential status on return to India for permanent settlement; and
 - the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished earlier.
15. Re-appointment of a Director:
- At the ensuing Meeting, Smt. Manjari Kacker, Director of the Company retires by rotation under the provision of the Companies Act, 2013 and being eligible, offers herself for re-appointment. The details pertaining to Smt. Manjari Kacker pursuant to the requirements of Regulation 36(3) of the Listing Regulations are furnished in the Corporate Governance Report forming part of this Annual Report.
16. Members are advised to refer the section titled "Investor Information" provided in this Annual Report.
17. Members are requested to fill in and submit online Feedback Form provided in the 'Investor Relations' section on the Company's website www.rcom.co.in to aid the Company in its constant endeavour to enhance the standards of service to investors.
18. The Statement containing the salient features of the balance sheet, the statement of profit and loss and auditors' report on the Abridged Financial Statement, is sent to the members, along with the Abridged Consolidated Financial Statement. Any member interested in obtaining a copy of the full Annual Report, may write to the Registrar and Transfer Agent of the Company.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.
20. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH 13 duly filled in to Karvy Computershare Private Limited, Karvy Selenium Tower – B, Plot No. 31 & 32, Survey No. 116/22, 115/24, 115/25, Financial District, Nanakramguda, Hyderabad 500 032, or call on Tel: +91 40 6716 1500; Fax No. +91 40 6716 1791 Toll Free No. 1800 4250 999, E-mail: rcom@karvy.com. The prescribed form in this regard may also be obtained from Karvy Computershare Private Limited at the address mentioned above. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.
21. Members who hold shares in physical form, in multiple folios, in identical names or joint holding in the same order of names and having similar addresses are requested to send the share certificates to the Registrar and Transfer Agent for consolidation into a single folio.
22. Members who have not registered their E-mail addresses so far are requested to register their E-mail address so that they can receive the Annual Report and other communications from the Company electronically.
23. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules made thereunder and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company through Notice dated May 30, 2016 (remote e-voting). A person, whose name is recorded in the register of members or in the register of beneficial owner (in case of electronic shareholding) maintained by the depositories as on the cut-off date i.e. September 20, 2016 only shall be entitled to avail the facility of remote e-voting/ voting. Karvy Computershare Private Limited, our Registrar and Transfer Agent will be facilitating remote e-voting to enable the Members to cast their votes electronically. The Members can cast their votes online from 10.00 A.M. on September 24, 2016 to 5.00 P.M. on September 26, 2016. The Members shall refer to detailed procedure on remote e-voting given in the e-voting instruction slip.
- The facility for voting shall also be available at the meeting. The members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their votes again at the meeting.
- The Board of Directors has appointed Shri Anil Lohia or in his absence Shri Rinkit Kiran Uchat, Partners, M/s. Dayal & Lohia, Chartered Accountants as Scrutiniser to scrutinise the voting process in a fair and transparent manner. The Scrutiniser will submit his report to the Chairman after completion of the scrutiny and the results of voting will be announced after the meeting of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at www.rcom.co.in and posted on the website of Karvy Computershare Private Limited.

Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated May 30, 2016.

Item No. 4 Private Placement of Non-Convertible Debentures and/or other Debt Securities.

As per the provisions of Section 42 of the Companies Act, 2013 (the "Act") and its Rules thereunder, a Company offering or making an invitation to subscribe to redeemable secured / unsecured non-convertible debentures (NCDs) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCDs to be made during the year.

NCDs including subordinated debentures, bonds, and/or other debt securities, etc. issued on a private placement basis constitute a significant source of borrowings for the Company.

It is proposed to offer or invite subscriptions for NCDs including subordinated debentures, bonds, and/or other debt securities, etc. on private placement basis, in one or more tranches, within the overall borrowing limits of the Company as approved by the Members with authority to the Board to determine the terms and conditions, including the issue price of the NCDs, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act and its rules made thereunder as set out in Item No. 4 appended to this notice.

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

The Board accordingly recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

Item No. 5 Payment of remuneration to Cost Auditors for the financial year ending March 31, 2017.

The Board of Directors on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s. V. J. Talati & Co., Cost Accountants (Firm Registration No.00213), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending March 31, 2017, at a remuneration of ₹ 2.50 lac (Rupees two lac and fifty thousand only) excluding service tax and out of pocket expenses, if any. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor needs to be ratified by the Members of the Company.

None of the Directors, Manager, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in this resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

Item No. 6 Re-appointment of a Manager.

The Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on May 30, 2016, have, subject to approval of the Members in general meeting and the Central Government, if required, re-appointed Shri Prakash Shenoy as the Manager of the Company for a period of 5 (five) years with effect from June 1, 2016 on the remuneration determined by the Nomination and Remuneration Committee/ Board of Directors. Shri Prakash Shenoy aged 43 years is a commerce and law graduate and a member of the Institute of Company Secretaries of India. He has over 19 years experience in corporate secretarial, legal, and managerial functions. He is also appointed as a Company Secretary and Compliance Officer of the Company w.e.f. June 1, 2011 and Key Managerial Personnel under the provision of the Companies Act, 2013 (the Act).

The remuneration payable to and the terms of appointment of Shri Prakash Shenoy as a Manager of the Company during the tenure of his appointment will comprise of salary, allowances and the other perquisites, the initially aggregate monetary value of such salary, allowances and perquisites being limited to ₹ 75 lakh (Rupees Seventy Five lakh only) per annum and he is entitled for discretionary Bonus not exceeding in any year the annual remuneration for that year with an equivalent increment as may be decided by the Nomination and Remuneration Committee/ Board from time to time.

The perquisites and allowances payable to Shri Prakash Shenoy will include Company owned/Leased Accommodation (furnished or otherwise) or House Rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses and/or allowances for utilization of gas, electricity, water, furnishing and repairs, medical reimbursements, leave travel concession for self and his family including dependants; medical insurance and such other perquisites and/or allowances within the amount specified above. Expenses incurred for traveling, boarding and lodging including for spouse and attendant(s) during business trips, any medical assistance provided including his family member; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites. The perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force). However Company's contribution to Provident Fund, Superannuation or Annuity Fund to the extent these singly or together are not taxable under the Income Tax Act, 1961 and Gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company, shall not be included in computation of limits for the remuneration.

The terms and conditions set out for appointment and payment of remuneration herein and/or in the agreement may be altered and varied from time to time by the Board/ Nomination and Remuneration Committee as it may, at its absolute discretion, deem fit within the overall ceiling fixed herein.

The Board/ Nomination and Remuneration Committee shall be entitled to revise the salary, allowances and perquisites payable to the Manager of the Company at any time, such

Reliance Communications Limited

Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated May 30, 2016.

that the overall remuneration payable shall not exceed the limits specified in Schedule V to the Act. In the event of loss or inadequacy of profits in any financial year during the currency of tenure of Shri Prakash Shenoy, as Manager, the remuneration and perquisites set out as aforesaid be paid or granted to him as minimum remuneration and perquisites provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the applicable ceiling limit in terms of Schedule V to the said Act as may be amended from time to time or any equivalent statutory re-enactment thereof for the time being in force.

Shri Prakash Shenoy fulfills the conditions for eligibility contained in Part I of Schedule V to the Act. The terms and conditions of appointment and payment of remuneration are set out in the Agreement to be entered into between the Company and Shri Prakash Shenoy. Either party may terminate the aforesaid Agreement by giving one month prior notice of termination in writing to the other party.

The draft Agreement to be entered into between the Company and Shri Prakash Shenoy is available for inspection at the Registered Office of the Company on all working days except Saturday between 11.00 A.M. and 1.00 P.M. upto the date of the meeting.

Shri Prakash Shenoy is not related to any Director and any other Key Managerial Personnel of the Company.

Except Shri Prakash Shenoy, Manager and his relatives, none of the Directors and other Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in this resolution.

The Board of Directors accordingly recommends the resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

By Order of the Board of Directors

Prakash Shenoy
Company Secretary

Registered Office:
H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710
CIN:L45309MH2004PLC147531
Website: www.rcom.co.in

May 30, 2016

Dispatch Ref. No. :

Reference No. :

- 1 Name and registered address :
of the sole / first named
Member (IN BLOCK LETTERS)

- 2 Name(s) of the joint :
Member(s), if any,
(IN BLOCK LETTERS)

- 3 Registered Folio Number / :
DP ID No. / Client ID No. *

- 4 Number of Share(s) held :

(*Applicable to investors holding share(s) in dematerialized form)

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reliance Communications Limited ("RCOM" or "the Company") is providing e-voting facility (remote e-voting) to its Members in respect of the items of business to be transacted at the 12th Annual General Meeting scheduled to be held on Tuesday, September 27, 2016 at 12.00 noon or soon after conclusion of the Annual General Meeting of Reliance Capital Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the authorised agency to provide e-voting facility. The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password/PIN

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting : From 10.00 A.M. on September 24, 2016.
End of remote e-voting : Up to 5.00 P.M. on September 26, 2016.

The facility of remote e-voting will not be available beyond the aforesaid dates and time and it will be disabled by Karvy upon expiry of aforesaid period. The cut-off date for the purpose of remote e-voting for 12th Annual General Meeting is September 20, 2016.

Please read the instructions printed overleaf before exercising your vote. This communication forms an integral part of the Notice of the Company dated May 30, 2016 for the 12th Annual General Meeting scheduled to be held on September 27, 2016 which is being mailed /sent to you with this communication.

The notice for the 12th Annual General Meeting and this communication are also available on the website of the Company at www.rcom.co.in.

Yours faithfully,

For Reliance Communications Limited**Prakash Shenoy**
Company SecretaryMumbai
May 30, 2016**Note:** Please read the instructions given overleaf carefully before exercising your vote.

Instructions and other information relating to remote e-voting are as under:

1. The Company is pleased to provide remote e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

- i) Open your web browser during the remote e-voting period and navigate to "https://evoting.karvy.com".
- ii) Enter the login credentials (i.e., user-id and password) mentioned in the letter. Your Folio No./DP ID - Client ID will be your User- ID.

User – ID	For Members holding shares in Demat Form:- For NSDL :- 8 Character DP ID followed by 8 Digits Client ID For CDSL :- 16 digits beneficiary ID
Password	Your unique password is printed overleaf / sent via email forwarded through the electronic notice
Captcha	Please enter the Verification code i.e., the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Members can cast their vote on-line from September 24, 2016 at 10.00 A.M. to September 26, 2016 till 5.00 P.M.
 - iv) After entering these details appropriately, click on "LOGIN".
 - v) Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). Kindly note that this password can be used by the Demat holders for voting in any other Company on which they are eligible to vote, provided that the other company opts for e-voting through Karvy e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) You need to login again with the new credentials.
 - vii) On successful login, system will prompt you to select the 'Event' i.e., 'Company Name'.
 - viii) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and have cast your vote earlier for any company, then your existing login ID and password are to be used.
 - ix) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents the number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If you do not wish to vote, please select 'ABSTAIN'.
 - x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board resolution / Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to 'evoting@karvy.com'. The file / scanned image of the Board resolution / Authority letter should be in the naming format 'Corporate Name Event no.'.
2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
 3. The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date, being Tuesday, September 20, 2016.
 4. The facility for voting shall also be available at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again at the meeting.
 5. In case of any query pertaining to e-voting, please visit Help and FAQs section available at Karvy's website https://evoting.karvy.com OR contact our toll free No. 1800 4250 999.