



**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](http://www.rcom.co.in)

August 31, 2017

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**

**Sub: Notice of 13<sup>th</sup> Annual General Meeting**

Dear Sir,

Further to our letter dated August 24, 2017, we submit a copy of the notice of the 13<sup>th</sup> Annual General Meeting of the Company scheduled to be held on September 26, 2017.

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; and  
c. Karvy Computershare Private Limited, Hyderabad.

# Reliance Communications Limited

## Notice

Notice is hereby given that the 13<sup>th</sup> Annual General Meeting of the Members of **Reliance Communications Limited** will be held on Tuesday, September 26, 2017 at 4.00 p.m. or soon after conclusion of the Annual General Meeting of Reliance Power Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400020 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, 2017 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, 2017 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 ratify the appointment of the Auditors in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act') (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force) and the relevant Rules made there under, as amended from time to time, the appointment of M/s. Pathak H.D. & Associates, Chartered Accountants (Firm Registration No. 107783W) who have been appointed as the Auditors to hold office from the conclusion of the 12th Annual General Meeting for a term of five consecutive years till the conclusion of the 17th Annual General Meeting, and who have confirmed their eligibility for the appointment pursuant to Section 141 of the Act, as Statutory Auditors of the Company be and is hereby ratified."

### 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 (hereinafter referred to as the "Act") read with the Rules made there under (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, deeds 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, 2018.**

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) 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, 2018, be paid remuneration of ₹ 2.50 lac (Rupees two lac fifty thousand only) excluding 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, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **Increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and 64 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), and pursuant to the provisions of Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from existing ₹ 2500,00,00,000 (Rupees Two Thousand Five Hundred Crore) divided into 500,00,00,000 (Five Hundred Crore) equity shares of ₹ 5/- (Rupees Five only) each to ₹ 5000,00,00,000 (Rupees Five Thousand Crore only) divided into 1000,00,00,000 (One Thousand Crore) Equity shares of

## Notice

₹ 5/- (Rupees Five only) each with the power to the Board of the Directors to decide on the extent of variation in such rights and to classify and re-classify from time to time such shares into any class of shares.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following Clause V:

"V. The Authorized Share Capital of the Company is ₹ 5000,00,00,000 (Rupees Five Thousand Crore only) divided into 1000,00,00,000 (One Thousand Crore) Equity shares of ₹ 5/- (Rupees Five only) each with the power to the Board of Directors to increase or reduce the capital of the Company and/ or the nominal value of the shares and to divide or sub-divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights, as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors or the Company in General Meeting, as applicable, in conformity with the provisions of the Act and the rules made there under and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and to issue shares of higher or lower denominations in such manner as may for the time being be provided by the Articles of Association of the Company."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard."

### 7. Adoption of new Articles of Association of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 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), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to undertake all such acts, deeds, matters and things as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board 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 this resolution."

### 8. Approval for issue and allotment of equity shares to the lenders by way of conversion of loans in terms of Strategic Debt Restructuring Scheme.

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

**"RESOLVED THAT** pursuant to the applicable provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) ("the Act") read with the Rules made there under, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), the Reserve Bank of India's (the "RBI") circulars on the "Strategic Debt Restructuring Scheme" ("SDR Scheme") including those dated June 8, 2015, September 24, 2015, February 25, 2016, May 5, 2017 and/or any other scheme(s) issued by the RBI from time to time ("RBI Circulars") and any other applicable rules, regulations, guidelines, notifications, amendments issued by Government of India, Securities and Exchange Board of India ("SEBI"), RBI and any other regulatory or other appropriate authorities and subject to such condition(s) and modification(s) as may be prescribed or as may be imposed by one or more of them while granting any such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board has constituted or may constitute to exercise its powers including the powers conferred under this Resolution or any person duly authorized by the Board in this behalf) and enabling provisions of the Memorandum and Articles of Association of the Company, the consent, authority and approval of the Company be and is hereby accorded to the Board to create, issue and allot from time to time in one or more tranches, on preferential basis, such number of Equity Shares of face value of ₹ 5/- (Rupees Five only) each of the Company that will represent minimum 51% (fifty one percent) or such other or higher number of the then fully diluted equity share capital of the Company, to the banks, financial institutions or other lenders, whether domestic or foreign, of the Company (hereinafter referred to as the "Lenders", which word shall be deemed to include their successors and assigns, and any such Lenders acting through any authorized representative, agent, trust etc. appointed by such Lender(s) or any assignee of such Lender(s)) by full / part conversion of the Company's borrowings availed by issue of debentures/bonds/ notes and/or by way of financial facilities in the nature of short term/long terms loans, bridge loans, working capital loans, cash credit, bank guarantees, letters of credit, or other forms of secured and/or unsecured financial facilities, together with all overdue and current principal amounts and interests at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, fees, and all other charges and monies payable by the Company

## Reliance Communications Limited

### Notice

(hereinafter collectively referred to as the "Loans") in terms of the agreements or other documents entered into between the Company and the Lenders in respect of the said Loans, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, deem appropriate.

**RESOLVED FURTHER THAT** the authority, and liberty be and is hereby specifically conferred on the Board 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 this resolution, to finalise and decide, from time to time, the exact number of equity shares that may be issued and allotted to Lenders in full / part conversion of their Loans, in consultation with the Lenders and/or Joint Lenders Forum (hereinafter referred to as the "JLF") as the case may be, in accordance with the SDR Scheme. In the event, any Lender does not convert its outstanding overdue to equity in accordance with the RBI Circulars, the other Lenders shall have the option to increase their conversion amount, subject to maximum of such non-converted amount.

**RESOLVED FURTHER THAT** the aforesaid shares be issued to the Lenders at a price of ₹ 24.71 per share or such other price as is computed in accordance with the SDR Scheme, with June 2, 2017 being the Reference Date.

**RESOLVED FURTHER THAT** the new Equity Shares arising out of the proposed issue shall be listed on the Stock Exchanges where the existing Equity Shares of the Company are listed and shall rank pari-passu in all respects with the existing Equity Shares in the Company save and except to dividend that may be declared and paid in relation to the financial year in which the new Equity Shares are issued, which shall rank pro-rata from the respective date(s) of the allotment.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions including pursuing/implementing the full resolution plan finalized with the Lenders including the JLF and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient and that the Board be and is hereby authorized to agree, make, accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit including condition(s), modification(s) and alteration(s) stipulated in the above resolution or required by any relevant authority or under applicable laws, rules, regulations or guidelines and give such directions and instructions as may be necessary to resolve and settle all questions and difficulties that may arise in relation thereto including issuing clarifications to the concerned statutory, regulatory and other appropriate authorities (including but not limited to Lenders, SEBI, RBI, JLF etc.), and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, to execute necessary documents and enter into contracts, arrangements, and to authorize all such persons at the absolute discretion of the Board, as may be necessary, in connection therewith and incidental thereto 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 this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, and without prejudice to the generality of the foregoing resolutions, the Board be and is hereby authorised to finalise disclosure documents to be filed with the Registrar of Companies in the form and manner as prescribed under the Form PAS - 4 as set out in Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as prescribed under Section 42 of Act and the relevant stock exchanges on which the Equity Shares are to be listed and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in that regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) or authorized representatives of the Company respectively and to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental, regulatory and other appropriate authorities and to appoint any advisors, consultants for the purpose of implementation of the aforesaid Resolution."

By Order of the Board of Directors

Prakash Shenoy  
Company Secretary

#### Registered Office:

H Block, 1<sup>st</sup> Floor  
Dhirubhai Ambani Knowledge City  
Navi Mumbai 400 710  
CIN:L45309MH2004PLC147531  
Website: www.rcom.co.in

August 12, 2017

#### 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 per cent of the total share capital of the Company carrying voting rights may appoint a single person as

### Notice

- proxy and such person shall not act as proxy for any other shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
4. Corporate members intending to send their authorized 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. The provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 16, 2017 to Tuesday, September 26, 2017 (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. Non-Resident Indian members are requested to inform Karvy Computershare Private Limited immediately on:
    - a. the change in the residential status on return to India for permanent settlement; and
    - b. 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.
  14. 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.
  15. Members are advised to refer the section titled "Investor Information" provided in this Annual Report.
  16. 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](http://www.rcom.co.in) to aid the Company in its constant endeavour to enhance the standards of service to investors.
  17. 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 full Annual Report, may write to the Registrar and Transfer Agent of the Company.
  18. 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.
  19. 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 No. SH-13 duly filled in to Karvy Computershare Private Limited, Karvy Selenium Tower, 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](mailto: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.
  20. 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.
  21. 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.
  22. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules made there under and Regulation 44 of the Listing Regulations, the Company

## Reliance Communications Limited

### Notice

is offering e-voting facility to all Members of the Company through Notice dated August 12, 2017 (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. Tuesday, September 19, 2017 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 vote online from 10:00 A.M. on September 22, 2017 to 5:00 P.M. on September 25, 2017.

The Members shall refer to the 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 have appointed Shri Anil Lohia, partner or in his absence Shri Rinkit Kiran Uchat, Partner, M/s. Dayal and Lohia, Chartered Accountants as the 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](http://www.rcom.co.in) and on the website of Karvy Computershare Private Limited, Registrar and Transfer Agent.

### Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated August 12, 2017

#### **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 made thereunder, a Company offering or making an invitation to subscribe to redeemable secured / unsecured non-convertible debentures (NCDs) and/or other debt securities on a private placement basis is required to obtain prior approval of the Members by way of a Special Resolution. Such approval 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 an enabling 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, except to the extent of their shareholding in the Company, if any.

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

#### **Item No. 5 Payment of remuneration to Cost Auditors for the financial year ending March 31, 2018.**

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, 2018, at a remuneration of ₹ 2.50 lac (Rupees two lac and fifty thousand only) excluding 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, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding in the Company, if any.

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

### Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated August 12, 2017

#### **Item No. 6 Increase in Authorised Share Capital and Alteration of Memorandum of Association.**

The Company may be required to issue and allot equity shares by converting its outstanding debt, in part or full, to lenders of the Company as per the SDR Scheme in accordance with the guidelines issued by the Reserve Bank of India (RBI). It is therefore deemed appropriate to increase the existing Authorised Share Capital of the Company from ₹ 2,500 crore to ₹ 5,000 crore and for that purpose, the Memorandum of Association of the Company are proposed to be suitably altered by passing Ordinary resolution as set out at Item No. 6, of the accompanying Notice.

The provisions of the Companies Act, 2013 require the Company to seek approval of the Members for increase in the authorised share capital and for alteration of capital clause of the Memorandum of Association of the Company.

A copy of the Memorandum of Association together with the proposed alterations is available for inspection by members on any working days, except Saturdays between 11.00 A.M. and 1.00 P.M. up to the date of the meeting at the registered office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding in the Company, if any.

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

#### **Item No.7 Adoption of new Articles of Association of the Company.**

The Articles of Association (AoA) of the Company as presently in force are based on the Companies Act, 1956 and several Articles in the existing AoA contain references to specific sections of the Companies Act, 1956 and some Articles in the existing AoA are no longer in conformity with the Companies Act, 2013 (Act) and needs alignment with the Act.

Accordingly, it is deemed appropriate that the existing AoA be replaced in its entirety by new set of AoA to give effect to the above.

In terms of provisions of Section 14 and all other applicable provisions of the Act read with the Rules made there under, adoption of new "AoA" requires approval of the Members by way of Special Resolution.

The proposed new set of AoA is being uploaded on the Company's website, [www.rcom.co.in](http://www.rcom.co.in) for perusal by the shareholders. A copy of the same shall be given to the shareholders upon receipt of a request for the same, in writing, during the notice period and shall also be available for inspection at the Registered Office of the Company during business hours on all working days, excluding Saturdays between 11:00 A.M. and 1:00 P.M. upto the date of the Meeting and copy will be made available for inspection in physical and electronic form at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for the approval of the Members.

#### **Item No. 8 Approval for issue and allotment of equity shares to lenders by way of conversion of loans in terms of Strategic Debt Restructuring Scheme.**

The Company has availed Loans from the Lenders, in terms of the respective financing documents entered into between, inter alia, the Company and the respective Lenders. The aggregate amount of outstanding Loans of the Company (standalone) as on June 1, 2017 was ₹ 34,844 crore.

The Telecom Sector in India has attractive long term potential, with India having the second largest number of mobile cellular subscriptions in the world. The growth phase is expected to be sustained in future, especially with new opportunities in data and broadband services, and initiatives of the Government of India like 'Digital India' and setting up of 'Smart Cities.' Unfortunately, in the short and medium term, the telecom sector continues to face challenges, owing to the very high degree of competition; the significantly increased cost of acquiring spectrum through auctions; the higher costs of network expansion in rural areas; regulatory uncertainties etc. The intense competition has led to declining ARPU (Average Revenue Per User), and ARPM (Average Revenue Per Minute), resulting in very muted growth in overall revenues, stagnant margins and inadequate free cash flows of the Company which lead to default on some of debt servicing obligations of the Company.

The Company is in process of expeditiously closing the already announced Strategic Transactions for demerger of Company's wireless business to Aircel Limited and demerger of tower business of the Reliance Infratel Limited, a subsidiary of the Company, to Brookfield Infrastructure Group, which will drastically reduce the debt of the Company up to ₹ 25,000 crore. The Company is committed to use entire proceeds up to ₹ 25,000 crore to be received from both these monetization projects only for reduction of the existing debt and make substantial prepayments to Lenders ahead of the normal scheduled repayment dates of the existing loans to the mutual benefit. The Board of Directors of the Company on June 1, 2017, has approved in principle conversion of Debt into equity share capital pursuant to the Strategic Debt Restructuring Scheme ("SDR Scheme").

The lenders at their meeting held on June 2, 2017 constituted Joint Lenders Forum ("JLF") with State Bank of India as lead bank and invoked the SDR Scheme in accordance with the guidelines issued by the RBI.

In accordance with the provisions of SDR Scheme, the Lenders have a right to convert whole or part of their debt into equity share of the Company so as to collectively acquire 51% (i.e; 2,590,570,755 Equity Shares) or more of the equity share capital of the Company.

The successful implementation of SDR Scheme is considered to be beneficial to the Company, its lenders and minority shareholders and will enable the Company to meet its debt servicing obligations towards the Lenders. Accordingly, In terms of the SDR Scheme, it is proposed to issue and allot Equity Shares of face value of ₹ 5/- representing 51% or such other or higher number of the fully diluted equity share capital of the Company, to the Lenders by conversion of outstanding Loans (including all amounts of overdue and outstanding principal amounts,

## Reliance Communications Limited

### Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated August 12, 2017

overdue and current interests of all nature, and all other fees, charges, expenses and all other dues and amounts payable by the Company to the Lenders. The resolution set out at Item No. 8 is an enabling resolution with flexibility and power to the Board to issue and allot such other or higher number of equity shares by conversion of Loans if and as may be determined by Lenders and/or JLF in accordance with the SDR Scheme.

In terms of the SDR Scheme, the price of the equity shares to be allotted to the Lenders on conversion of their Loan is required to be calculated on the basis of a fair value which will not exceed the lowest of the following, subject to floor price of the face value of shares:

- (i) Market value: Average of the closing prices of the equity shares on National Stock Exchange of India Limited and BSE Limited during the ten trading days preceding the Reference Date (being June 2, 2017), which works out to ₹ 24.71 and ₹ 24.73 per Equity Share respectively;
- (ii) Break-up value: Book value per share to be calculated from the Company's latest audited balance sheet (without considering 'revaluation reserves', if any) adjusted for cash flows and financials post the earlier restructuring, which works out to ₹ 97 per Equity Share as per the audited Balance Sheet of the Company as at March 31, 2017.

In terms of the SDR Scheme the 'Reference Date' fixed by JLF is June 2, 2017. The price of equity shares to be issued to Lenders upon conversion of Loans thus works out to be ₹ 24.71. The said price has been certified by two independent qualified valuers. The said price shall be subject to any change as may be required in compliance with the SDR Scheme and/or other provisions of law.

The equity shares allotted to Lenders by conversion of Loans as envisaged in terms of the Resolution set out at Item No. 8 shall be subject to lock-in for a period of one year from the date of receipt of trading approval.

In terms of SEBI Notification No. SEBI - NRO/OIAE/GN/2015-16/003 dated May 5, 2015, the provisions of Chapter VII of SEBI ICDR Regulations are not applicable to any allotments to be made to banks and financial institutions pursuant to SDR Scheme, subject to the fulfilment of following conditions:

- a) The conversion price shall be determined in accordance with the guidelines issued by the RBI for SDR Scheme, which shall not be less than the face value of the equity shares;
- b) The conversion price shall be certified by two independent qualified valuers;
- c) Equity shares so allotted shall be locked-in for a period of one year from the date of trading approval, only if, and to the extent, mandatory as per the provisions of applicable laws as on the date of issue and allotment of the Equity shares;
- d) Applicable provisions of the Companies Act, 2013 are complied with.

The preferential issue of shares as envisaged by special resolution set out at Item No. 8 shall conform to the above conditions and accordingly the provisions of Chapter VII of SEBI ICDR Regulations are not applicable. Further, in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations,

2011, acquisition of shares by the Lenders pursuant to conversion of their debt as part of the SDR Scheme is exempted from the obligation of making an open offer. The Equity Shares allotted or arising out of issuance and allotment of Equity Shares on conversion of loan would be listed on the National Stock Exchange of India Limited and BSE Limited. The issue and allotment would be subject to the availability of such approvals including any other regulatory approvals, if any. As and when the Board / Committee does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the LODR Regulations.

The proposed issue/allotment of shares by conversion of Loan shall be made to all or any of the following Lenders of the Company:

S.No.	Name of the bank/ financial institutions
1.	Life Insurance Corporation of India
2.	State Bank of India (State Bank of Patiala) (State Bank of Travancore)
3.	Axis Bank Limited
4.	Bank of Baroda
5.	Standard Chartered Bank
6.	Punjab National Bank
7.	Syndicate Bank
8.	IDBI Bank Limited
9.	Union Bank of India
10.	UCO Bank
11.	Bank of India
12.	Canara Bank
13.	Bank of Maharashtra
14.	United Bank of India
15.	Oriental Bank of Commerce
16.	Central Bank of India
17.	Deutsche Bank
18.	DBS Bank
19.	Corporation Bank
20.	India Infrastructure Finance Company Limited
21.	Dena Bank
22.	IFCI Limited
23.	Credit Agricole
24.	Indian Overseas Bank
25.	ICICI Bank Limited
26.	Vijaya Bank
27.	Yes Bank Limited



## Reliance Communications Limited

### Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated August 12, 2017

In terms of SDR Scheme, any other Lender of the Company may also join JLF and opt for SDR Scheme. In such case equity shares of the Company may also be issued/allotted to additional Lenders in compliance with the SDR Scheme. The shareholding pattern of the Company before the preferential issue is provided below:

S. No.	Category	Shareholding Pattern prior to the preferential issue	
		Number of shares held	% of shareholding
<b>A. Promoters' holding:</b>			
1.	Indian:		
	Individual	98,45,709	0.40
	Bodies Corporate	145,48,51,135	58.45
	<b>Sub-Total</b>	<b>146,46,96,844</b>	<b>58.85</b>
2.	Foreign Promoters	-	-
	<b>Sub-Total (A)</b>	<b>146,46,96,844</b>	<b>58.85</b>
<b>B. Non-Promoters' holding:</b>			
1.	Institutional Investors	45,65,00,979	18.34
2.	Central Government / State Government	12,19,357	0.05
3.	Non-Institution:		
	Private Corporate Bodies	12,71,48,977	5.11
	Indian Public	37,86,35,300	15.21
	Others (NRI, GDR and ESOS Trust)	6,07,78,288	2.44
	<b>Sub-Total (B)</b>	<b>102,42,82,901</b>	<b>41.15</b>
	<b>GRAND TOTAL</b>	<b>248,89,79,745</b>	<b>100.00</b>

Please note that the post-issue shareholding pattern of the Company cannot be currently ascertained due to the non finalisation of the quantum of the Equity Shares to be issued in favour of the Lenders under the SDR Scheme.

In terms of SDR Scheme and pursuant to the provisions of Sections 42 and 62 of the Act read with Rules made thereunder, conversion of Debt into Equity pursuant to SDR needs to be approved by the Shareholders.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 8 of the Notice for the approval of the members.

By Order of the Board of Directors

Prakash Shenoy  
Company Secretary

#### Registered Office:

H Block, 1<sup>st</sup> Floor  
Dhirubhai Ambani Knowledge City  
Navi Mumbai 400 710  
CIN:L45309MH2004PLC147531  
Website: www.rcom.co.in

August 12, 2017

**RELIANCE****Communications****Reliance Communications Limited**

CIN: L45309MH2004PLC147531

Registered Office: H Block, 1st Floor

Dhirubhai Ambani Knowledge City

Navi Mumbai 400 710

Tel.: +91 22 3038 6286; Fax: +91 22 30376622

E-mail: RCom.Investors@relianceada.com

Website: www.rcom.co.in

Despatch 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations), 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 13<sup>th</sup> Annual General Meeting scheduled to be held on Tuesday, September 26, 2017 at 4.00 P.M. or soon after conclusion of the Annual General Meeting of Reliance Power 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 Friday, September 22, 2017  
End of remote e-voting : Up to 5.00 P.M. on Monday, September 25, 2017

The facility of remote e-voting will not be available beyond the aforesaid date 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 the 13<sup>th</sup> Annual General Meeting is September 19, 2017.**

**Please read the instructions printed overleaf before exercising your vote.** This communication forms an integral part of the Notice of the Company dated August 12, 2017 for the 13<sup>th</sup> Annual General Meeting scheduled to be held on September 26, 2017 which is being mailed to you with this communication.

The notice for the 13<sup>th</sup> 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 Secretary**

Mumbai  
August 12, 2017

## Instructions and other information relating to 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 For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the Company
Password	Your unique password is printed overleaf / sent via e-mail 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 22, 2017 at 10:00 A.M. to September 25, 2017 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, e-mail 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 19, 2017.
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.