

RELIANCE COMMUNICATIONS RECEIVES ITS SHAREHOLDERS' APPROVAL WITH 99.99% MAJORITY FOR THE DEMERGER OF WIRELESS BUSINESS INTO AIRCEL LIMITED

RCOM AND PROMOTERS OF AIRCEL TO HOLD 50% EACH IN 'MERGEDCO' WITH EQUAL REPRESENTATION ON BOARD AND COMMITTEES

TRANSACTION WILL REDUCE RCOM DEBT AND DEFERRED SPECTRUM LIABILITY BY RS 20,000 CRORE (USD 3.07 BN) OR OVER 40% OF TOTAL DEBT AND AIRCEL DEBT BY RS 4,000 CRORE (USD 615 MN), OR OVER 22% OF TOTAL DEBT ON CLOSING

2ND-LARGEST SPECTRUM PORTFOLIO AMONGST ALL OPERATORS IN INDIA ACROSS THE 850, 900, 1800 AND 2100 MHZ BANDS, WITH 2G, 3G & 4G OPERATIONS ACROSS THE COUNTRY

COMBINED ENTITY TO ENJOY ENHANCED BUSINESS CONTINUITY THROUGH EXTENDED VALIDITY OF SPECTRUM TILL 2033-2036

MERGEDCO TO CLEARLY RANK AMONGST TOP 4 OPERATORS IN INDIA ON CUSTOMER BASE AND REVENUES

MERGEDCO TO RANK AMONGST TOP 3 OPERATORS BY REVENUES IN 12 IMPORTANT CIRCLES

NPV OF CAPEX AND OPEX SYNERGIES ESTIMATED AT RS 20,000 CRORE (USD 3.07 BN)

MERGEDCO TO RANK AMONG TOP CORPORATES IN INDIA WITH ASSETS OF RS 65,000 CRORE (USD 10 BN) AND NET WORTH OF RS 35,000 CRORE (USD 5.38 BN)

Mumbai, 24 April, 2017: The shareholders of Reliance Communications Limited (Company) at their meeting convened pursuant to the order of the National Company Law Tribunal (NCLT), have today approved with 99.99% majority for the Scheme of Arrangement for demerger of the Wireless division of the Company and Reliance Telecom Limited (RTL), a wholly-owned subsidiary of the Company, into Aircel Limited and Dishnet Wireless Limited (the Scheme). The Scheme was also approved by shareholders of RTL at their meeting held today pursuant to the order of the NCLT.

The Shareholders of Aircel Limited have also approved the said Scheme at their meeting held on April 22nd, 2017, convened under the order of the NCLT.

The Company has already received approval from the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Competition Commission of India for the proposed Scheme of Arrangement.

The RCOM-Aircel merger will create a strong operator clearly ranked amongst India's top 4 telcos by customer base and revenues, also ranking amongst the top 3 operators by revenues in 12 important circles.

The merged entity will have the second-largest spectrum holding amongst all operators, aggregating 448 MHz across the 850, 900, 1800 and 2100 MHz bands, and will enjoy enhanced

business continuity through extended validity of spectrum holdings till 2033-36. It will be one of India's largest private sector companies, with an asset base of over Rs. 65,000 crore (USD 10 billion) and net worth of Rs. 35,000 crore (USD 5.38 billion).

RCOM's overall debt including the deferred spectrum payment liability will be reduced by Rs 20,000 crore (USD 3.07 billion) and Aircel's debt will reduce by Rs. 4,000 crore (USD 615 million), upon completion of the transaction.

A petition is being filed with the NCLT, Mumbai Bench, for approval of the said Scheme. The proposed transaction is subject to other necessary approvals.

Post closing, the Company and the present shareholders of Aircel Limited will hold 50% stake each in Aircel Limited.

About Reliance Communications Limited:

Reliance Communications Limited founded by the late Shri Dhirubhai H Ambani (1932-2002) is the flagship company of the Reliance Group. The Reliance Group currently has a net worth in excess of Rs. 100,840 crore (US \$15.2 billion), cash flows of over Rs 11,300 crore (US \$1.7 billion) and net profit of over Rs 5,100 crore (US\$ 0.8 billion).

Reliance Communications is India's foremost and truly integrated telecommunications service provider. The Company has a customer base of nearly 95 million including over 2.6 million individual overseas retail customers. Reliance Communications corporate clientele includes over 39,000 Indian and multinational corporations including small and medium enterprises and over 290 global, regional and domestic carriers.

Reliance Communications has established a pan-India, next generation, integrated (wireless and wireline), convergent (voice, data and video) digital network that is capable of supporting best-of-class services spanning the entire communications value chain, covering over 21,000 cities and towns and over 400,000 villages. Reliance Communications owns and operates the world's largest next generation IP enabled connectivity infrastructure, comprising over 280,000 kilometers of fiber optic cable systems in India, USA, Europe, Middle East and the Asia-Pacific region.