

September 18, 2018

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 / 38/8347/48 /
66418124/25/26
NSE Symbol: RCOM

Dear Sir(s),

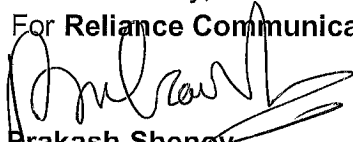
Sub.: Alteration of Articles of Association of the Company.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the shareholders of the Company at the 14th Annual General Meeting, inter alia approved alteration to the Articles of Association of the Company with requisite majority. A certified copy of the resolution passed by the shareholders is enclosed.

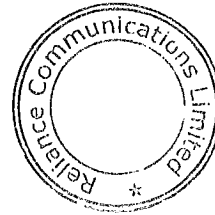
Kindly take the above intimation on your record.

Thanking you.

Yours faithfully,
For **Reliance Communications Limited**


Prakash Shenoy
Company Secretary

Encl: as above




CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF THE MEMBERS HELD ON SEPTEMBER 18, 2018.

ALTERATIONS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

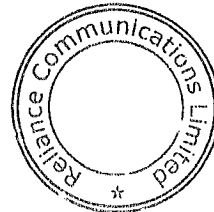
“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded for alterations to the Articles of Association of the Company by deleting certain definitions in Article 1, Article 21A to 21H, Article 43A, Article 91, Article 92 and that existing Article 93 to Article 121 be renumbered as Article 91 to Article 119, as set out under the Statement pursuant to Section 102(1) of the Act annexed to the notice convening this meeting.

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 their 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.”

Certified True Copy
For **Reliance Communications Limited**


Prakash Shenoy
Company Secretary

Date: 18.09.2018



Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated July 18, 2018.

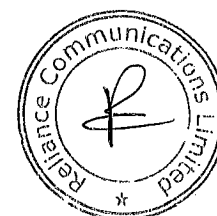
Alterations to the Articles of Association of the Company.

On the effectiveness of the scheme of demerger for transfer of Indian wireless business of M/s. Sistema Shyam Teleservices Limited (SSTL) into the Company on October 31, 2017, the Board allotted 10% equity shares and certain powers/ rights were given to SSTL as per Shareholders' Agreement (SHA) entered into with it and amended the Articles of Association (AoA) of the Company.

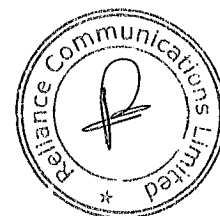
As per provision of SHA, the date on which SSTL's and its Affiliates' collective shareholding in the Company is reduced to less than seven (7) per cent of the Company's issued share capital, the SHA will be terminated. SSTL's shareholding in the Company was reduced and it had sent a notice for termination of SHA effective from March 26, 2018.

Now, in view of above, certain Articles in the existing AoA are no longer valid. Accordingly, it is deemed appropriate that the existing AoA be altered by deleting such articles. The articles related to SSTL rights in the existing Articles and proposed actions of the Company are as follows:

Existing No. of Article	Heading of the Article	Proposed Action
Article 1 (definition)	"ADA Entities", "ADA Representative", "Affiliate" "Affiliate Transfer", "BSE" "Business Days", "Call Option", Called Shares", "Cash Alternative" "Change of Control" "Change of Control Notice" "Competing Business" "Control Shares" "De Minimis Transfer" "Distributor Agreement" "Drag Along Notice" "Drag Along Purchaser" "Drag Along Right" "Drag Price" "Dragged Shares" "Encumbrance" "Lock In Period"	These definitions to be deleted.



Existing Article	No. of Article	Heading of the Article	Proposed Action
		"Market Sale"	
		"Mandatory Open Offer Price"	
		"Merger Agreement"	
		"Minority Shareholders of SSTL"	
		"NSE"	
		"PAC"	
		"Permitted Businesses"	
		"Permitted Encumbrance"	
		"Permitted Transfer"	
		"Private Sale" "Proposed Transferee"	
		"Put Shares"	
		"Related Party Transaction"	
		"Residual Shares"	
		"Right of First Refusal"	
		"ROFR Offer Period"	
		"ROFR Response"	
		"Scheme"	
		"Scheme Transfer"	
		"SEBI Takeover Regulations"	
		"Shareholders Agreement"	
		"Share Issue"	
		"Sistema"	
		"SSTL"	
		"SSTL Offer Notice"	
		"SSTL Per Share Consideration"	
		"SSTL Put Option"	
		"SSTL Put Option Notice"	
		"SSTL Shareholder Rights"	
		"Stock Exchange"	
		"Tag Along Right" "Tag Period"	
		"Third Party Shares"	
		"Transaction Documents"	
		"Transfer Notice"	
		Transferee"	
		"Volume-Weighted Price"	
		"Voting Support"	



Existing No. of Article	Heading of the Article	Proposed Action
21A	GENERAL PROHIBITIONS ON THE TRANSFER OF SHARES BY SSTL	Entire Article deleted
21B	RIGHT OF FIRST REFUSAL	Entire Article deleted
21C	PERMITTED TRANSFERS	Entire Article to be deleted
21D	DRAG ALONG RIGHT / CALL OPTION	Entire Article to be deleted
21E	TAG ALONG RIGHT	Entire Article to be deleted
21F	REDUCTION IN SHAREHOLDING OF SSTL	Entire Article to be deleted
21G	CHANGE OF CONTROL OF THE ADA ENTITIES	Entire Article to be deleted
21H	TRANSFER OF SHARES BY ADA ENTITIES	Entire Article to be deleted
43A	VOTING SUPPORT	Entire Article to be deleted
91	COMPLIANCE BY AFFILIATES	Entire Article to be deleted
92	CONSENT REQUIREMENT	Entire Article to be deleted

In view of above, existing Article No. 93 to Article 121 will be renumbered as Article No. 91 to Article No. 119.

In terms of provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Rules made there under, alteration of Articles of Association requires approval of the members by way of Special Resolution. The existing and proposed AoA are being uploaded on the Company's website, 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, upto the date of the meeting and shall also be available for inspection at the Registered Office of the Company during business hours on all working days, except 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. 10 of the accompanying Notice for the approval of the members.

Certified True Copy
For **Reliance Communications Limited**



Prakash Shenoy
Company Secretary

Date: 18.09.2018

