

RELIANCE COMMUNICATIONS LIMITED

Registered Office: H Block, 15th Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai - 400710
Tel - 022-30386286 Fax no -022-30376622
CIN - L45309MH2004PLC147531 Website: www.rcom.co.in
Email - RCom.Investors@relianceada.com

NOTICE AND ADVERTISEMENT OF MEETING OF EQUITY SHAREHOLDERS

FORM NO. CAA.2 [Pursuant to Section 230(3) and Rule 6 and 7]
Company Scheme Application No. 264 of 2017

RELIANCE COMMUNICATIONS LIMITED

.....the Applicant Company

Notice is hereby given that by an Order dated March 15, 2017, the Mumbai Bench of Hon'ble National Company Law Tribunal has directed a meeting of the Equity Shareholders of the Applicant Company to be held for the purpose of considering, and if thought fit, approving with or without modification, the Composite Scheme of Arrangement between Reliance Communications Limited, ("the Demerged Company 1") and Reliance Telecom Limited ("the Demerged Company 2") and Aircel Limited ("Resulting Company 1" or "Transferee Company") and Dishnet Wireless Limited ("Resulting Company 2") and Deccan Digital Networks Private Limited ("the Transferor Company 1") and South Asia Communications Private Limited ("The Transferor Company 2") and their respective Shareholders and Creditors ("Scheme").

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of Equity Shareholders of the Applicant Company will be held at 9:30 A.M. IST on Monday, the 24th day of April, 2017 at Reliance Energy Management Institute, Jogeshwari-Vikhroli Link Road, Opposite SEEPZ, North Gate No. 3, Aarey Colony, Aarey Colony Road, Mumbai - 400065 at which time and place the Equity Shareholders of the Applicant Company as at the cut-off date of close of business on Friday, March 17, 2017 ("cut off date") are requested to attend.

Copy of the Scheme and of the Statement under Section 230 of the Companies Act, 2013 can be obtained free of charge at the registered office of the Applicant Company or at the office of its advocates, M/s. Rajesh Shah & Co, 16, Oriental Building, 30 Nagindas Master Road, Flora Fountain, Mumbai - 400 001. Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company not later than 48 hours before the meeting. Forms of proxy can be had at the registered office of the Applicant Company.

Hon'ble Tribunal has appointed Mr. R. N. Bhardwaj, failing whom Mr. A. K. Purwar, Directors of the Applicant Company, failing whom Ms. Chhaya Virani, as the Chairperson of the said meeting of Equity Shareholders. The above mentioned Scheme, if approved by the Equity Shareholders at their meeting, will be subject to the subsequent approval of the Tribunal.

Pursuant to the directions issued by Hon'ble Tribunal, and in accordance with the provisions of Section 108 & section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Equity Shareholders of the Applicant Company have been given an option to vote on the Resolution of the Scheme as per draft proposed in the Notice dated March 17, 2017 issued in connection with the Meeting by way of Postal Ballot or through remote E-voting facility provided by our Registrar and Transfer Agent M/s. Karvy Computer share Private Limited ("Karvy") and in this regard, the Shareholders may note that:

- On March 23, 2017 the Applicant Company has completed dispatch of Notice of the meeting setting out draft of the Resolution along with annexures thereto including Postal Ballot Form to all the Equity Shareholders of the Applicant Company, as at close of business on Friday, March 3, 2017 at their registered addresses in the permitted mode.
- The Voting period for casting of vote by way of Postal Ballot and Remote e-voting will commence on Saturday, the 25th day of March, 2017 at 9:00 A.M. IST and shall end on Sunday, the 23rd day of April, 2017 at 5:00 P.M. IST. The remote e-voting facility shall be disabled and shall not be allowed thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or postal ballot or voting at the meeting through ballot paper. Any person who acquires shares of the Applicant Company and becomes the member of the Applicant Company after the cut-off date i.e. close of business on March 17, 2017 shall not be eligible to vote either through remote e-voting or postal ballot or voting at the meeting through ballot paper at the Meeting.
- Member (s) can opt only for one mode of voting. If a Member has opted for remote e-voting, then he/she should not vote by Postal Ballot and vice-versa. However, in case Members cast their vote both via Postal Ballot and remote e-voting, then voting through remote e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.
- Members who have cast their votes either through Postal Ballot or through remote e-voting may attend the meeting but shall not be allowed to vote on Poll at the Meeting.
- A person who has acquired shares and become member of the Applicant Company after the dispatch of notice and holding shares as of cut-off date i.e. close of business on March 17, 2017 may obtain the user ID and password by sending a request at Rcom@karvy.com. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot Password" option available on <https://evoting.karvy.com>.
- Shareholders may cast their vote on the proposed resolution by way of Postal Ballot by delivering duly filled and signed Postal Ballot Form at the Registered Office of the Applicant Company on or before 5:00 P.M. IST on Sunday, 23rd April, 2017. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
- Any member who has not received the Postal Ballot form may apply to the Applicant Company and obtain a duplicate thereof by sending email to Rcom@karvy.com
- The facility for voting through ballot or polling paper shall be available at the Meeting and the members attending the meeting who have not already cast their vote by Postal Ballot or remote e-voting shall be able to exercise their right at the meeting.
- Notice of the Meeting is available on Applicant Company's website www.rcom.co.in and also on website of Karvy at <https://evoting.karvy.com> apart from the website of BSE Limited and the National Stock Exchange of India Limited.
- As directed by the Hon'ble Tribunal, Mr. Anil Lohia, Partner at M/s. Dayal & Lohia, Chartered Accountants or in his absence Mr. Rinkit Kiran Uchat, Partner at M/s. Dayal & Lohia, Chartered Accountants shall act as Scrutinizer to scrutinize the votes cast either electronically through remote e-voting or on Postal Ballot or on Poll at the Meeting.
- Results of voting will be declared at the Registered Office of the Applicant Company immediately upon receipt of Scrutinizer's report on the Voting by way of Postal Ballot, Remote e-voting and Voting by Ballot at the meeting scheduled on Monday, 24th April, 2017. The details of the voting results shall also be displayed on the website of the Applicant Company, www.rcom.co.in and also on website of Karvy at <https://evoting.karvy.com> besides being sent to BSE Limited and the National Stock Exchange of India Limited.
- Members may contact the Company Secretary at the registered office of the Applicant Company or call on 022 30386286 or by email at RCom.Investors@relianceada.com for any queries / grievances in connection with the voting.

Mumbai, 24th March, 2017

Sd/-

R. N. Bhardwaj
Chairperson appointed for the meeting

THE FINANCIAL EXPRESS

ENT LIMITED ("EAML" OR THE HS ("THE ISSUE"), OF WHICH ISSUE (THE "MARKET MAKER 1,000 EQUITY SHARES OF ₹ 10) TITUTE 32.38% AND 30.70%.

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D and Client ID as provided in the
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correspondence(s) related to the
Participant to ensure accuracy of

REYAS SHAH

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Issue Document was not filed with
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TARY & COMPLIANCE OFFICER**MANAGEMENT LIMITED**

ing, Ground Floor, Alkesh
g, Fort, Mumbai - 400 001
2 - 6216 6999
22 - 2263 0434
orpamc.co.in
scorpamc.co.in

contact the Compliance
gistrar to the Issue in case of
or Post-Issue related
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ASBA has to be availed of by all
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s. Hence, there will be no need for
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ASSET MANAGEMENT LIMITED

n Behalf of the Board of Directors

Sd/-

Managing Director

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rospectus shall be available on the
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ct"), and may not be issued or sold
Securities Act and applicable U.S.
believed to be qualified institutional
side the United States in offshore
s occur.

Sunjeet Comm.

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Mumbai, 24th March, 2017

Sd/-
R. N. Bhardwaj
Chairperson appointed for the meeting

रिलायन्स कम्युनिकेशन्स लिमिटेड

नोंदणीकृत कार्यालय : एच ब्लॉक, १ ला मजला, धिरमाई अंबानी

नॉलेज सिटी, नवी मुंबई-४०० ७१०.

दूर. क्र. : ०२२-३०३८६२८६, फॅक्स नं. : ०२२-३०३८६६२२

सीआयएन: एल४५३०१एमएच२००४पीएलसी१४७५३१

वेबसाईट : www.rcm.co.in ई-मेल : RCom.investors@relianceada.com

समभागधारकांच्या सभेची सूचना आणि जाहिरात

फार्म नं. सीए. २ (कलम २३०(३) आणि नियम ६ व ७ ला अनुसरून)

कंपनी योजना अर्ज क्र. २६४ सन २०१७

रिलायन्स कम्युनिकेशन्स लिमिटेड

... अर्जदार कंपनी

याद्वारे सूचना देण्यात येते की, दिनांक १५ मार्च, २०१७ च्या आदेशाद्वारे, सन्मा. राष्ट्रीय कंपनी विधी न्यायाधिकरणाच्या मुंबई बेंचने रिलायन्स कम्युनिकेशन्स लिमिटेड ("विभक्त कंपनी १") आणि रिलायन्स टेलिकॉम लिमिटेड ("विभक्त कंपनी २") आणि एअरसेल लिमिटेड ("निर्मित कंपनी १") किंवा "हस्तांतरित कंपनी") आणि डिशनेट वायरलेस लिमिटेड ("निर्मित कंपनी २") आणि डेक्कन डिजिटल नेटवर्क्स प्रायव्हेट लिमिटेड ("हस्तांतरित कंपनी १") आणि साऊथ एशिया कम्युनिकेशन्स प्रायव्हेट लिमिटेड ("हस्तांतरित कंपनी २") आणि त्यांचे संबंधित भागधारक आणि धनको यांच्यातील व्यवस्थेची एकत्रित योजना ("योजना") सुधारणेसह किंवा सुधारणेशिवाय योग्य वाटल्यास मंजूर आणि विव्हारात घेण्याच्या हेतूकरिता अर्जदार कंपनीच्या समन्यायी शेरधारकांची सभा आयोजनाचे निदेश दिले आहेत.

सदर आदेश आणि येथील निर्देशाच्या अनुसार, यापुढे सूचना देण्यात येते की, अर्जदार कंपनीच्या समभागधारकांची सभा सोमवार, दिनांक २४ एप्रिल, २०१७ रोजी स. ९.३० वा. रिलायन्स एनर्जी मॅनेजमेंट इन्स्टिट्यूट, जोगेश्वरी - विक्रोळी लिंक रोड, सीप्लसमोर, नॉर्थ गेट क्र. ३, आर कॉलनी, आर कॉलनी रोड, मुंबई-४०००६५ येथे आयोजित करण्यात आली असून सदर वेळी आणि ठिकाणी शुक्रवार, दिनांक १७ मार्च, २०१७ रोजीस व्यवसाय वेळेच्या बंद होण्याच्या कट-ऑफ तारखेस (कट-ऑफ तारीख) अर्जदार कंपनीच्या समभागधारकांना उपस्थित राहण्याची विनंती आहे.

सदर योजनेची प्रत आणि कंपनी अधिनियम, २०१३ च्या कलम २३० अन्वये विवरण हे विनाशुल्क अर्जदार कंपनीचे नोंदणीकृत कार्यालय किंवा त्यांचे वकील, मे. राजेश शाह अँड कं. १६, ओरिएंटल बिल्डिंग, ३० नगिनदास मास्टर रोड, फ्लोरा फाऊंटन, मुंबई-४०० ००१ येथील कार्यालयातून प्राप्त करू शकतात. सभेत उपस्थित राहण्यास आणि मतदान करण्यास हक्कदार असणाऱ्या व्यक्ती, व्यक्तित्व: किंवा प्राविशद्वारे, प्राविशी विहित फार्ममध्ये सदर सभेच्या ४८ तास आधी अर्जदार कंपनीच्या नोंदणीकृत कार्यालय येथे भरणे केला असेल त्यांच्याद्वारे मतदान करू शकतात. प्राविशीचे फार्म अर्जदार कंपनीच्या नोंदणीकृत कार्यालयातून प्राप्त करू शकता.

समभागधारकांच्या सदर सभेचे अध्यक्ष म्हणून नामदार न्यायाधिकरणाने श्री. आर. एन. भारद्वाज, ते नसल्यास श्री. ए. के. पुरवार, अर्जदार कंपनीचे संचालक व ते नसल्यास श्रीमती छाया विरानी यांची नियुक्ती केली आहे. उपरोक्त योजनेला जर समभागधारकांनी त्यांच्या सभेत मंजुरी दिली तर, त्यानंतर ती नामदार न्यायाधिकरणाची मंजुरी मिळण्याअधीन राहील.

नामदार न्यायालयाने निर्मित केलेल्या निर्देशानुसार आणि कंपनी अधिनियम, २०१३ चे कलम १०८ व कलम ११० च्या तरतुदी सहवाचता कंपन्यांचे (व्यवस्थापन आणि प्रशासन) नियम, २०१४ चे नियम २० आणि नियम २२ व सिन्डिकेट अँड एक्स्चेंज बोर्ड ऑफ इंडिया (लिटिंग प्रोसेच्युरा अँड डिस्कलोजर प्रिव्हिजन्स) रेग्युलेशन्स, २०१५ (सेबी एलओडीआर रेग्युलेशन्स) च्या रेग्युलेशन ४४ इत्या अनुषंगाने, अर्जदार कंपनीच्या समभागधारकांना, टपाल मतदानाने किंवा आमचे रजिस्ट्रार अँड ट्रान्स्फर एजंट मे. काव्ही कॉम्प्युटर शेर अँड प्रायव्हेट लिमिटेड ("काव्ही") ने पुरविलेल्या रिमोट ई-व्होटिंग सुविधांमार्फत किंवा सभेच्या ठिकाणी इलेक्ट्रॉनिक व्होटिंग सिस्टीमद्वारे सभेसाठी संबंधित जारी करण्यात आलेल्या दिनांक १७ मार्च, २०१७ च्या सूचनेतील प्रस्तावित मसुदाप्रमाणे योजनेच्या ठरावावर मत देण्याचा एक पर्याय देण्यात आला आहे आणि ह्या बाबतीत शेर धारकांनी घ्यानात ठेवावे की:

- शुक्रवार, ३० मार्च, २०१७ रोजी कामाची वेळ संपताना कट-ऑफ डेट रोजीस अर्जदार कंपनीच्या सर्व समभागधारकांना त्यांच्या नोंदविलेल्या पत्त्यावर सभेत माध्यमातून टपाल मतपत्रिकेसह जोडपत्रानिशी ठरावाचा मसुदा मांडलेली सभेची सूचना पाठविणे अर्जदार कंपनीने २३ मार्च, २०१७ रोजी पूर्ण केले आहे.
- टपाल मतदानाने आणि रिमोट ई-व्होटिंगने मत देण्यासाठी मतदान कालावधीची सुरुवात शनिवार, २५ मार्च, २०१७ रोजी स. ९.०० (भा.प्र.वे.) वा. होईल आणि ते रविवार, २३ एप्रिल, २०१७ रोजी स. ५.०० (भा.प्र.वे.) वा. संपेल. त्यानंतर रिमोट ई-व्होटिंगची सुविधा निष्क्रिय करण्यात येईल आणि वापरू दिली जाणार नाही. सभासदाने एकदा का एखाद्या ठरावावर मत दिले की, त्यानंतर ते बदलण्याची परवानगी सभासदाला दिली जाणार नाही.
- कट-ऑफ डेट रोजीस ज्या व्यक्तीचे नाव सभासदांच्या नोंदवहीत किंवा डिपॉझिटरीजकडून ठेवल्या जाणाऱ्या लाभार्थी मालकांच्या नोंदवहीत असेल केवळ त्याच रिमोट ई-व्होटिंगची सुविधा वापरण्यास किंवा टपाल मतदान किंवा मतपत्रिकेद्वारे सभेत मतदान करण्यास हक्कदार असतील. कोणत्याही व्यक्तीने, १७ मार्च, २०१७ रोजी कामकाज संपल्यावर म्हणजेच कट-ऑफ डेट रोजीनंतर अर्जदार कंपनीचे शेर असं संपादित करून अर्जदार कंपनीची सभासद झाली असेल ती रिमोट ई-व्होटिंगने किंवा टपाल मतदानाने किंवा सभेत इलेक्ट्रॉनिक व्होटिंग सिस्टीमद्वारे मत देण्यास पात्र नसेल.
- सभासद मतदानाच्या केवळ एकाच पर्यायाचा अवलंब करू शकतात, जर एखाद्या सभासदाने रिमोट ई-व्होटिंगचा पर्याय निवडला तर त्याने/तिने टपाल मतदानाने मत देऊ नये आणि तोच नियम टपाल मतदानाने मत दिलेल्यांनाही रिमोट ई-व्होटिंग करिता लागू होईल. तथापि, जर सभासदांनी त्यांचे मत टपाल मतदान तसेच रिमोट ई-व्होटिंग ह्या दोन्ही प्रकारे दिले असेल तर, रिमोट ई-व्होटिंगने केलेले मतदान ग्राह्य धरले जाईल आणि टपाल मतदानाने केलेले मतदान अवैध ठरेल.
- ज्या सभासदांनी एकाच टपाल मतदानाने किंवा रिमोट ई-व्होटिंगने त्यांची मते दिली असतील ते सभेत हजर राहू शकतात परंतु त्यांना सभेत मत देण्याची परवानगी नसेल.
- एखादी व्यक्ती, सूचना पाठविल्यानंतर समभाग संपादित करून अर्जदार कंपनीची सभासद बनली असेल व कट-ऑफ डेट म्हणजेच १७ मार्च, २०१७ रोजी कामाची वेळ संपताना समभाग धारण करित असेल तर ती Rcom@karvy.com वर एक विनंती पाठवून युजर आयडी आणि पासवर्ड मिळवू शकते. तथापि, जर तुम्ही रिमोट ई-व्होटिंगसाठी काव्हीकडे आधीच नोंदणीकृत असाल तर, तुमचे मत देण्यासाठी तुम्ही तुमचा सध्याचा युजर आयडी आणि पासवर्ड वापरू शकता. तुम्ही जर पासवर्ड विसरलात तर तुम्ही <https://evoting.karvy.com> वर उपलब्ध "फरगट पासवर्ड" ऑप्शन वापरून पासवर्ड रिसेट करू शकता.
- भागधारक प्रस्तावित ठरावावरील त्यांचे मत रितसर भरून स्वाक्षरी केलेल्या टपाल मतपत्रिका अर्जदार कंपनीच्या नोंदणीकृत कार्यालयात रविवार, २३ एप्रिल, २०१७ रोजी स. ५.०० वा. (भा.प्र.वे.) रोजी किंवा त्यापूर्वी पोहोचतील अशा बेताने पाठवून देऊ शकतात. ह्या तारीख आणि वेळेनंतर प्राप्त होणाऱ्या टपाल मत पत्रिकांना काटेकोरपणे सभासदाकडून उत्तर न आल्याचे समजले जाईल.
- कोणत्याही सभासदाला टपाल मतपत्रिका मिळाली नसल्यास ते अर्जदार कंपनीकडे अर्ज करून त्याची एक नकल Rcom@karvy.com वर एक ई-मेल पाठवून मिळवू शकतात.
- गुप्त मतदान किंवा मतपत्रिकेमार्फत मतदानाची सोय सभेत उपलब्ध असेल आणि ज्यांनी आधीच टपाल मतदान किंवा रिमोट ई-व्होटिंगने त्यांचे मत दिले नसेल त्या सभेस उपस्थित राहणाऱ्या सभासदांना सभेत त्यांचे मताधिकार वापरणे शक्य होईल.
- सभेची सूचना अर्जदार कंपनीची वेबसाईट www.rcm.co.in तसेच काव्हीची वेबसाईट <https://evoting.karvy.com> वर शिवाय बीएसई लिमिटेडच्या आणि नॅशनल एक्स्चेंज ऑफ इंडिया लिमिटेडच्या वेबसाईटवर देखील उपलब्ध आहे.
- नामदार न्यायाधिकरणाने दिलेल्या निर्देशानुसार, एकाच रिमोट ई-व्होटिंग मार्फत इलेक्ट्रॉनिक पध्दतीने किंवा टपाल मतदानाने किंवा सभेत मतदानाने दिलेली मते तपासण्याकरिता सभेसाठी तपासणी अधिकारी म्हणून श्री. अनिल लोहिया, मे. दयाल अँड लोहिया, चार्टर्ड अकाऊंटंट्सचे भागीदार किंवा त्यांच्या गैरहजेरीत श्री. रिकीत किरण उचाट, मे. दयाल अँड लोहिया, चार्टर्ड अकाऊंटंट्सचे भागीदार यांना नेमले आहे.
- टपाल मतदान, रिमोट ई-व्होटिंग आणि सभेमध्ये गुप्त मतदानाने मतदानावरील तपासणी अधिकार्यांचा अहवाल प्राप्त झाल्यावर ताबडतोब सोमवार, २४ एप्रिल, २०१७ रोजीच्या होणाऱ्या बैठकीत अर्जदार कंपनीच्या नोंदणीकृत कार्यालयात मतदानाचे निकाल घोषित केले जातील. मतदानाच्या निकालांचे तपशील अर्जदार कंपनीची वेबसाईट www.rcm.co.in तसेच काव्हीची वेबसाईट <https://evoting.karvy.com> वर प्रदर्शित केले जातील. त्याशिवाय बीएसई लिमिटेड आणि नॅशनल स्टॉक एक्स्चेंज ऑफ इंडिया लिमिटेडकडे पाठवले जातील.
- मतदानाशी संबंधित कोणत्याही चौकशी/तक्रारी ह्यासाठी सभासद कंपनी सेक्रेटरी आणि अनुपालन अधिकारी यांच्याशी अर्जदार कंपनीच्या नोंदणीकृत कार्यालयात येथे संपर्क साधावा किंवा ०२२-३०३८६२८६ वर कॉल करावा किंवा RCom.investors@relianceada.com वर ई-मेल पाठवावा.

मुंबई, २४ मार्च, २०१७.

सही /
आर. एन. भारद्वाज
सभेसाठी नियुक्त अध्यक्ष

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ववर्षा

मुंबई, शुक्रवार, २४ मार्च २०१७