

# Reliance Communications Limited

## Notice

Notice is hereby given that the 14<sup>th</sup> Annual General Meeting of the Members of **Reliance Communications Limited** will be held on Tuesday, September 18, 2018 at 9.30 a.m. 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, 2018 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, 2018 and the report of the Auditors thereon.

### Special Business:

2. **To revise borrowing limits of the Company.**

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

**"RESOLVED THAT** in supersession of the special resolution passed by the Members on September 16, 2014, and pursuant to the provisions of Section 180(1)(c) 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 provisions of the Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to borrow any sum or sums of money, in Indian Rupees and / or in any foreign currency from time to time, at its discretion, for the purpose of business of the Company or such other approved purpose, which together with the monies already borrowed by the Company (apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of ₹ 50,000 crore (Rupees Fifty Thousand crore only) and that the Board be and is hereby empowered and authorised to arrange or finalise the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may in its absolute discretion determine.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to execute such agreements, undertakings and other documents and to do all such acts, deeds and things as may be necessary for giving effect to this resolution."

3. **Ratification of remuneration payable to Cost Auditor for the financial year ending March 31, 2019.**

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 thereunder (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, 2019, be paid remuneration of ₹ 2.50 lakh (Rupees two lakh fifty thousand only) excluding tax and out of pocket expenses, if any.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are 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."

4. **Appointment of Shri Punit Garg as an Executive Director.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Articles of Association of the Company and as per terms and conditions of the Agreement executed with him, Shri Punit Garg (DIN: 00004407), who was appointed as an additional director and designated as an Executive Director by the Board of Directors of the Company at their meeting held on October 2, 2017, based on the recommendation of the Nomination and Remuneration Committee of the Board and who holds office as such up to the date of ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment as a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act, read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company and subject to such other sanctions as may be necessary, consent of the Members be and is hereby accorded to the appointment of Shri Punit Garg as a Wholtime Director designated as an Executive Director of the Company for a period of three years commencing from October 2, 2017 as per the terms and conditions including the remuneration as set out in the Statement annexed to this Notice, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of Directors which

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the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of said appointment including the remuneration payable to him during the tenure of his appointment such that the remuneration payable to him shall not exceed the limits specified in the Act read with Schedule V of the Act as amended from time to time.

**RESOLVED FURTHER THAT** the Board, based on the recommendation of the Nomination and Remuneration Committee of the Board, be and is hereby authorized to provide annual increment / performance linked incentive payable to the Executive Director during his tenure of appointment, subject to such increase being within the limits specified in the Act read with Schedule V thereto as amended from time to time.

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

5. **Appointment of Shri Manikantan V. as a Director and Chief Financial Officer.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Articles of Association of the Company and as per terms and conditions of the Agreement executed with him, Shri Manikantan V. (DIN: 03338690), who was appointed as an additional director and designated as Director and Chief Financial Officer by the Board of Directors of the Company at their meeting held on October 2, 2017, based on the recommendation of the Nomination and Remuneration Committee of the Board and who holds office as such up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment as a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act, read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company and subject to such other sanctions as may be necessary, consent of the Members be and is hereby accorded to the appointment of Shri Manikantan V. as a Whole-time Director designated as a Director and Chief Financial Officer of the Company

for a period of three years commencing from October 2, 2017 as per the terms and conditions including the remuneration as set out in the Statement annexed to this Notice, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of Directors which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of said appointment including the remuneration payable to him during the tenure of his appointment such that the remuneration payable to him shall not exceed the limits specified in the Act read with Schedule V of the Act as amended from time to time.

**RESOLVED FURTHER THAT** the Board, based on the recommendation of the Nomination and Remuneration Committee of the Board, be and is hereby authorized to provide annual increment / performance linked incentive payable to the Director and Chief Financial Officer during his tenure of appointment, subject to such increase being within the limits specified in the Act read with Schedule V thereto as amended from time to time.

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

6. **Appointment of Smt. Chhaya Virani as an Independent Director.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act'), read with Schedule IV of the Act and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee of the Board, Smt. Chhaya Virani (DIN: 06953556), who was appointed as an additional director by the Board of Directors at their meeting held on November 11, 2017, and who hold office up to the ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for appointment as a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years from the date of coming into effect of this resolution."

7. **Appointment of Smt. Ryna Karani as an Independent Director.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of

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the Companies Act, 2013 (hereinafter referred to as 'the Act'), read with Schedule IV of the Act and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee of the Board, Smt. Ryna Karani (DIN: 00116930), who was appointed as an additional director by the Board of Directors at their meeting held on November 11, 2017, and who hold office up to the ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for appointment as a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years from the date of coming into effect of this resolution."

8. **Appointment of Shri Suresh Rangachar as a Director.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made thereunder (hereinafter referred to as 'the Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee of the Board, Shri Suresh Rangachar (DIN: 00020887), who was appointed as an additional director by the Board of Directors at their meeting held on November 11, 2017, and who hold office up to the ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment as a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

9. **Appointment of Smt. Manjari Kacker as an Independent Director.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act'), read with Schedule IV of the Act and the relevant Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee of the Board, Smt. Manjari Kacker (DIN: 06945359) who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a

notice in writing from a member under Section 160 of the Act proposing her candidature for appointment as a Director and being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years from the date of coming into effect of this resolution."

10. **Alterations to the 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 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."

11. **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

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(NCDs) including but not limited to subordinated debentures, bond, and/or other debt securities, etc., on a private placement basis, in one or more series / 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, redemption period, utilisation of the issue proceeds 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."

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

July 18, 2018

### Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act'), 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.**
3. A person can act as proxy on behalf of members not exceeding fifty and holding in 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 proxy and such person shall not act as proxy for any other shareholder. The holder of proxy shall be required to 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) together with their specimen signature(s) to attend and vote on their behalf at the Meeting.
5. Attendance Slip, Proxy form and the Route Map of the Venue of the Meeting are annexed hereto.
6. Members / Proxies are requested to bring their duly filled attendance slip annexed herewith along with their copy of the annual report to the Meeting.
7. 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 at the Meeting.
8. 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.
9. 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.
10. 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 Plan will be available for inspection at the Meeting.
11. The Company's Register of Members and Share Transfer Books will remain closed from Saturday, September 15, 2018 to Tuesday, September 18, 2018 (both days inclusive) for the purpose of the Meeting.
12. 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.
13. 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.
14. 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 with pincode number, if not furnished earlier.
15. Appointment of Directors:  
At the ensuing Annual General Meeting, Shri Punit Garg, as an Executive Director, Shri Manikantan V. as a Director and Chief Financial Officer, Smt. Ryna Karani, Smt. Chhaya Virani and Shri Suresh Rangachar, Directors are being appointed. Smt. Manjari Kacker, Non Independent Director is proposed for appointment as an Independent Director.

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- The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended their appointments. The details pertaining to them pursuant to the requirements of Regulation 36(3) of the Listing Regulations are furnished in statement pursuant to Section 102 (1) of the Act accompanying this Notice and in the Corporate Governance Report forming part of this Annual Report.
16. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 27, 2016.
  17. Members are advised to refer the section titled "Investor Information" provided in this Annual Report.
  18. **SEBI has decided that securities of listed companies can be transferred only in dematerialised form with effect from December 5, 2018. In view of this and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form.**
  19. 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.
  20. 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 of the Company, may write to the Company or Registrar and Transfer Agent of the Company.
  21. Members holding shares in physical mode:
    - a. are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Karvy, if not registered with the Company as mandated by SEBI.
    - b. are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company's website and can be accessed at link <http://www.rcom.co.in/Rcom/about-us/investor-relations/shareholders.html>.
    - c. are requested to register / update their e-mail address with the Company / Karvy for receiving all communications from the Company electronically.
  22. Members holding shares in electronic mode:
    - a. are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
    - b. are advised to contact their respective DPs for registering the nomination.
    - c. are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
  23. 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.
  24. The Securities and Exchange Board of India vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated to all the members who holds securities of the Company in physical form, to furnish to the Company / its registrar and transfer agent, the details of their valid Permanent Account Number (PAN) and bank account. To support the SEBI's initiative, the Members are requested to furnish the details of PAN and bank account to the Company or Karvy Computershare Private Limited (Karvy), the Company's Registrar and Transfer Agent. **Form for updating PAN / Bank details is provided as a part of this Annual Report. Members are requested to send duly filled form along with (a) self-attested copy of PAN card of all the holders; and (b) original cancelled cheque leaf with names of shareholders or bank passbook showing names of members, duly attested by an authorised bank official.**
  25. 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 July 18, 2018 (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 11, 2018 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 14, 2018 to 5:00 P.M. on September 17, 2018.

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 or any other person authorised by him after completion of the scrutiny and the results of voting will be announced after the Meeting. 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 July 18, 2018.

### Item No. 2 To revise borrowing limits of the Company.

Provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") read with the Rules, if any, made there under provide that the Company shall not, except with the consent of members by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves. The Members of the Company through Postal Ballot passed a special resolution on September 16, 2014 and inter alia, authorised the Board to borrow up to four times of the aggregate of the then paid up capital of the Company and its free reserves.

Keeping in view the current financial situation of the Company, reduction in network and capital intensive nature of the telecom sector in which the Company operates, the Company needs to enhance borrowing limits and accordingly, consent of the members is sought by way of Special Resolution as set out at Item No. 2 of the accompanying Notice. This resolution enables the Board of Directors of the Company to borrow funds (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) which may at any time not exceed ₹ 50,000 crore.

None of the Directors and Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their equity share holdings in the Company.

The Board accordingly recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for the approval of the members.

### Item No. 3 Ratification of remuneration payable to Cost Auditor for the financial year ending March 31, 2019.

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 to audit the cost accounting records of the Company for the financial year ending March 31, 2019, at a remuneration of ₹ 2.50 lakh (Rupees two lakh 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 the 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.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the members.

### Item No. 4. Appointment of Shri Punit Garg as an Executive Director.

The Board of Directors at their meeting held on October 2, 2017, has appointed Shri Punit Garg as an Additional Director designated as an Executive Director for a period of three years effective from October 2, 2017. The appointment and his remuneration is based on the recommendation of the Nomination

and Remuneration Committee of the Board. The Board has also approved the same, subject to approval of the members.

As per provisions of the Companies Act, 2013 ("the Act"), as an Additional Director, Shri Garg holds office up to the date of ensuing Annual General Meeting.

Shri Garg has given his consent for the reappointment at the ensuing Annual General Meeting and has also confirmed that he is not in any way disqualified from the appointment as per provisions of the Act.

The Company has also received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Shri Garg, for the office of a Director of the Company.

Shri Garg, aged 53 years, is a qualified Engineer, was President, Telecom Business and part of the Company's leadership team since last 17 years before his elevation as an Executive Director of the Company. He has held several positions in the Company including CEO of Indian and Global Enterprise business, Corporate Strategy and Regulatory Affairs etc. Shri Garg has rich experience of over 32 years in telecom and IT sectors. Shri Garg is part of senior management team since 2002 and is involved in taking a number of strategic decisions.

Shri Garg is functioning in a professional capacity and he does not have any interest in the capital of the Company (except holding one equity share of the Company) or in any of its subsidiary companies either directly or indirectly or through any other statutory structures. He is not related to the Directors, Promoters or Key Managerial Personnel of the Company or any of its subsidiaries at any time during last two years before his appointment.

In view of above, pursuant to the provisions of Schedule V to the Act, no approval of the Central Government is called for in respect of the appointment or in respect of the remuneration paid / proposed to be paid to Shri Garg during the tenure of his appointment.

Shri Garg fulfils the conditions for eligibility of the appointment as contained in Part I of Schedule V of the Act. The Company has obtained approval of the Joint Lenders Forum of Secured Lenders as required.

In terms of the requirements of Schedule V of the Act, the following information is provided in connection with the special resolution proposed to be passed in respect of the appointment of and remuneration payable to Shri Garg.

The details pertaining to Shri Garg pursuant to the requirements of Schedule V of the Act, Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings are given as under:

#### General Information

- (i) **Nature of industry** – Telecom
- (ii) **Date or expected date of commencement of commercial production:** – July 15, 2004
- (iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** – Not Applicable.

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

(iv) **Financial performance based on given indicators**

₹ In crore

Particulars (Consolidated Financials)	2016-17	2015-16	2014-15
Total Income	19,949	22,356	22,098
Profit before Tax	(2,387)	232	946
Provision for Tax	1,104	428	(326)
Profit After Tax	(1,283)	660	620

(v) **Foreign investments or collaborations, if any** – None. The foreign shareholding was 9.20% as on March 31, 2018.

**Information about the appointee**

(i) **Background details**

Shri Garg, aged 53, is a qualified Engineer, was President, Telecom Business and is part of the Company's leadership team since last 17 years before being elevated as an Executive Director of the Company. He has held several positions in the Company including CEO of Indian and Global Enterprise business, Corporate Strategy and Regulatory Affairs. Shri Garg has rich experience of over 32 years in telecom and IT sectors. Shri Garg is part of senior management team since 2002 and is involved in taking number of strategic decisions.

(ii) **Past remuneration:**

In the financial year 2016-17, the total remuneration paid to Shri Garg as President – Telecom Business was ₹ 187.51 Lakhs.

(iii) **Recognition or awards**

Shri Garg is part of leadership team of the Company which has been felicitated with recognition and awards.

(iv) **Job profile and his suitability**

As Shri Garg has the requisite professional qualification and experience, he is eminently suited for the position.

(v) **Remuneration proposed**

The proposed remuneration is ₹ 233 lakhs per annum inclusive of fixed and variable pay. This has been approved by the Board based on the recommendation of the Nomination and Remuneration Committee of the Board under Section 178 of the Act. Shri Punit Garg is entitled for annual increment / performance linked incentive, as may be decided by the Board of Directors pursuant to recommendation of the Nomination and Remuneration Committee based on his performance and the performance of the Company and as per the Company Policy.

In addition, Shri Garg is also entitled for 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

dependents, medical insurance. The said perquisites and allowances shall be evaluated wherever applicable as per the provisions of the Income Tax Act, 1961 or any Rules made there under including any statutory modification(s) thereto, for the time being in force. The 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 Rules of the Company shall not be included in the computation of the limits of the remuneration.

(vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person(in case of expatriates the relevant details would be with respect to the country of his origin)**

The remuneration proposed to Shri Garg is comparable with persons holding similar positions in the industry. The proposed remuneration is commensurate with the size and operation of the Company.

(vii) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any** – None

**Other information**

(i) **Reasons of loss or inadequate profits** – The reason for loss is revenue decrease on account of free offers, disruptive pricing and unprecedented competitive intensity in the industry. The Company has suffered loss for the year owing to drop in revenues, decline in EBITDA margin for the year and other expenses.

(ii) **Steps taken or proposed to be taken for improvement**– The Company is in restructuring mode. The Company has taken several significant and constructive steps to reduce debt and liabilities and improve the long-term sustainability.

Post assets monetization, Company's continuing operations will comprise of stable and profitable B2B focused businesses, including Indian and Global Enterprise, Internet Data Centers and the largest private submarine cable network in the world. These B2B businesses are capital light and have sustained and predictable annuity revenues and profits, with growth potential amidst relatively low competitive intensity.

The Company partners with leading global technology providers to continually expand its diverse service portfolio for the Enterprise and SME segments. Broadly, this portfolio consists of national and international private leased circuits, network connectivity, managed network services, comprehensive voice solutions, Enterprise mobility solutions, collaboration solutions, data center co-location, managed services and cloud offerings.

The Company is one of the leading IDC service providers in India with nine operational data centres situated in Navi Mumbai, Bengaluru, Chennai and Hyderabad. The Company's IDCs have a total built-up area of ~6.5 lac square feet. The Company offers wide range of services through the data centers including co-location, managed hosting, IT infrastructure, managed security, system integration, storage and back-up solutions.

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

The Global Business Unit offers the most comprehensive portfolio of Enterprise, IT infrastructure and International long distance voice, video and data network services on an integrated and scalable platform across the globe. The business segments comprise Carrier, Enterprise and Consumer business units. The Company provides carrier's carrier voice, carrier's carrier bandwidth, enterprise data and consumer voice services.

- (iii) **Expected increase in productivity and profits in measurable terms** – At this stage, can not ascertain.

### Disclosures

The disclosures required under Schedule V of the Act have been incorporated in the Directors' Report under Corporate Governance section.

Shri Garg is also a Director in Reliance Digital World Limited, a subsidiary of the Company.

Shri Garg is a member of the Audit Committee, Risk Management Committee, Stakeholders Relationship Committee, CSR Committee and ESOS Compensation Committee of the Company.

Shri Garg will be liable to retire by rotation in accordance with the provisions of the Act. Shri Garg holds one equity share of the Company.

The relatives of Shri Garg may be deemed to be interested in the resolution set out in Item no. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except Shri Punit Garg, none of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in the resolution set out at Item no. 4 of the Notice.

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. Appointment of Shri Manikantan V. as a Director and Chief Financial Officer.

The Board of Directors at their meeting held on October 2, 2017, has appointed Shri Manikantan V, Chief Financial Officer of the Company as an Additional Director designated as a Director and Chief Financial Officer for a period of three years effective from October 2, 2017. The appointment and his remuneration, subject to approval of members, has been approved by the Board based on the recommendation of the Nomination and Remuneration Committee of the Board.

As per provisions of the Companies Act, 2013 ("the Act"), as an Additional Director, Shri Manikantan V. holds office up to the date of ensuing Annual General Meeting.

Shri Manikantan V. has given his consent for the reappointment at the ensuing Annual General Meeting and has also confirmed that he is not in any way disqualified from appointment as per the provisions of the Act.

The Company has also received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Shri Manikantan V. for the office of a Director of the Company.

Shri Manikantan V. aged 52, is a qualified Chartered Accountant was the Chief Financial Officer of the Company. Shri Manikantan

V. is with the Company / Group since last 22 years and has held several senior positions. He has rich experience of over 29 years.

Shri Manikantan V is functioning in a professional capacity and he does not have any interest in the capital of the Company or in any of its subsidiary companies either directly or indirectly or through any other statutory structures. He is not related to the Directors, Promoters or Key Managerial Personnel of the Company or any of its subsidiaries at any time during the last two years before his appointment.

In view of above, pursuant to the provisions of Schedule V to the Act, no approval of the Central Government is called for in respect of the remuneration paid / proposed to be paid to Shri Manikantan V. during the tenure of this appointment.

Shri Manikantan V. fulfils the conditions for eligibility of the appointment as contained in Part I of Schedule V of the Act. The Company has obtained approval of the Joint Lenders Forum of Secured Lenders as required.

In terms of the requirements of Schedule V of the Act, the following information is provided in connection with the special resolution proposed to be passed in respect of the remuneration payable to Shri Manikantan V.

As required under Schedule V of the Companies Act, 2013, the Company has obtained approval/s as may be necessary in this regard.

The details pertaining to Shri Manikantan V. pursuant to the requirements of Schedule V of the Act, Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings are given as under:

**General Information** – same as stated in Item no. 4 above.

### Information about the appointee

#### (i) Background details

Shri Manikantan V, aged 52, is qualified Chartered Accountant was working as the Chief Financial Officer of the Company before his appointment as Director and Chief Financial Officer. Shri Manikantan V. is with the Company / Group since last 22 years and has held several senior positions. He has a rich experience of over 29 years.

#### (ii) Past remuneration:

In the financial year 2016-17, the total remuneration paid to Shri Manikantan V, as CFO of the Company was ₹ 155.03 lac.

#### (iii) Recognition or awards

Shri Manikantan V, is part of leadership team of the Company which has felicitated with recognition and awards.

#### (iv) Job profile and his suitability

As Shri Manikantan V, has the requisite professional qualification and experience, he is eminently suited for the position.



# Reliance Communications Limited

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

## (v) Remuneration proposed

The proposed remuneration is ₹ 178 Lakh per annum as fixed salary which has been approved by the Board based on the recommendation of the Nomination and Remuneration Committee of the Board under Section 178 of the Act. Shri Manikantan V. is entitled for annual increment / performance linked incentive, as may be decided by the Board of Directors pursuant to recommendation of the Nomination and Remuneration Committee based on his performance and the performance of the Company and as per the Company Policy.

Shri Manikantan V. is also entitled for 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 dependents, medical insurance within the remuneration specified above. The said perquisites and allowances shall be evaluated wherever applicable as per the provisions of the Income Tax Act, 1961 or any Rules made there under including any statutory modification(s) thereto, for the time being in force. However, the 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 Rules of the Company shall not be included in the computation of the limits of the remuneration.

## (vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration proposed to the appointee is comparable with persons holding similar positions in the industry. The proposed remuneration is commensurate to the size and operation of the Company.

## (vii) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any – None

### Other information

- (i) **Reasons of loss or inadequate profits** – Same as stated in Item No.4 above.
- (ii) **Steps taken or proposed to be taken for improvement** – same as stated in Item No.4 above.
- (iii) **Expected increase in productivity and profits in measurable terms** – Same as mentioned above in Item No.4.

### Disclosures

The disclosures required under Schedule V of the Act have been incorporated in the Directors' Report under Corporate Governance section.

Shri Manikantan V. is also a Director in Globalcom Mobile Commerce Limited, subsidiary of the Company.

Shri Manikantan V. is a member of the Audit Committee, Risk Management Committee, Stakeholders Relationship Committee, CSR Committee and ESOS Compensation Committee of the Company.

Shri Manikantan V. will be liable to retire by rotation in accordance with the provisions of the Act. Shri Manikantan V. is not holding any share in the Company.

The relatives of Shri Manikantan V. may be deemed to be interested in the resolution set out in Item no. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except Shri Manikantan V, none of the Directors, Key Managerial Personnel of the Company and their relatives is, concerned or interested, financially or otherwise, in the resolution set out at item No. 5 of the Notice.

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

## Item No. 6. Appointment of Smt. Chhaya Virani as an Independent Director.

The Board of Directors at their meeting held on November 11, 2017, appointed Smt. Chhaya Virani as an Additional Director as per recommendation of the Nomination and Remuneration Committee of the Board.

In terms of Section 161(1) of the Companies Act, 2013 ("the Act"), Smt. Chhaya Virani holds office up to the date of ensuing Annual General Meeting. The Company has received notice pursuant to Section 160 of the Act from one of the members of the Company signifying intention to propose the appointment of Smt. Chhaya Virani as a Director of the Company.

Smt. Chhaya Virani, aged 63 years, has graduated from Mumbai University with a bachelors' degree in Arts. She has also acquired a bachelors' degree in legislative laws from the Government Law College in 1976. She is a partner in ALMT Legal Advocates and Solicitors.

Smt. Chhaya Virani has given a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and the rules made there under. In the opinion of the Board, she fulfills the conditions specified in the Act and the rules framed there under for her appointment as an Independent Director and that she is independent of the management.

Smt. Virani is also a Director in Reliance Capital Limited, Reliance Infratel Limited, Reliance General Insurance Company Limited and Reliance Capital Pension Fund Limited.

Smt Virani is a member of the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Stakeholders Relationship Committee, CSR Committee and ESOS Compensation Committee of the Company. She is also a member of Audit Committee of Reliance Capital Limited, Reliance Infratel Limited, Reliance General Insurance Company Limited and Reliance Capital Pension Fund Limited and member of Stakeholders Relationship Committee of Reliance Capital Limited. She is also a member of Risk Management Committee of Reliance Capital Limited and Reliance Capital Pension Fund Limited. She is also a member of Nomination and Remuneration

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

Committee of Reliance Infratel Limited and Reliance Capital Pension Fund Limited. She is also a member of CSR Committee of Reliance Infratel Limited.

She does not hold any share in the Company.

The relatives of Smt. Chhaya Virani may be deemed to be interested in the resolution set out in Item no. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except Smt. Chhaya Virani, none of the Directors, Key Managerial Personnel of the Company and their relatives is, concerned or interested, financially or otherwise, in the resolution set out at item No. 6 of the Notice.

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

#### **Item No. 7. Appointment of Smt. Ryna Karani as an Independent Director.**

The Board of Directors at its meeting held on November 11, 2017, has appointed Smt. Ryna Karani as an Additional Director as per recommendation of the Nomination and Remuneration Committee of the Board.

In terms of Section 161(1) of the Companies Act, 2013, Smt. Ryna Karani holds office up to the date of ensuing Annual General Meeting. The Company has received notice pursuant to Section 160 of the Companies Act, 2013 (Act) from one of the members of the Company signifying intention to propose the appointment of Smt. Ryna Karani as a Director of the Company.

Smt. Ryna Karani, 50 years, is a partner of ALMT Legal, Advocates and Solicitors since November 2006 and part of the firm's corporate and commercial team. She has been practicing as a lawyer since 1994 and enrolled as an Advocate with the Bar Council of Maharashtra and Goa. Her practice includes advising on mergers and acquisitions, joint ventures, private equity and investment funds on a full range of corporate transactions including cross border transactions. She has advised and assisted number of foreign clients in establishing a presence in India through incorporation of companies and/or establishment of liaison offices. She is a member of the Society of Women Lawyers.

Smt. Ryna Karani has given a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and the rules made there under. In the opinion of the Board, she fulfills the conditions specified in the Act and the rules framed there under for her appointment as an Independent Director and that she is independent of the management.

Smt. Karani is also a Director in Ineos Styrolution India Limited, Reliance Naval and Engineering Limited, Prime Urban Development India Limited, Reliance Infrastructure Limited, BSES Yamuna Power Limited and BSES Rajdhani Power Limited

Smt Karani is a member of the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Stakeholders Relationship Committee, CSR Committee and ESOS Compensation Committee of the Company. She is Chairperson of CSR Committee in Reliance Infrastructure Limited and Audit Committee of BSES Yamuna Power Limited. She is also a member of Audit Committee of Reliance Infrastructure Limited, Reliance Naval and Engineering Limited, BSES Rajdhani Power Limited and Ineos Styrolution India Limited. She is member of

Risk Management Committee, CSR Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of Reliance Naval and Engineering Limited. She is also a member of Risk Management Committee, ESOP Compensation Committee of Reliance Infrastructure Limited and member of Nomination and Remuneration Committee of Ineos Styrolution India Limited.

She does not hold any share in the Company.

The relatives of Smt. Ryna Karani may be deemed to be interested in the resolution set out in Item no. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except Smt. Ryna Karani, none of the Directors, Key Managerial Personnel of the Company and their relatives is, concerned or interested, financially or otherwise, in the resolution set out at item No. 7 of the Notice.

The Board accordingly recommends an Ordinary Resolution set out at Item No. 7 of the accompanying Notice for approval of the members.

#### **Item No. 8. Appointment of Shri Suresh Rangachar as a Director.**

The Board of Directors at their meeting held on November 11, 2017, has appointed Shri Suresh Rangachar as an Additional Director as per recommendation of the Nomination and Remuneration Committee of the Board.

In terms of Section 161(1) of the Companies Act, 2013 ("the Act") Shri Suresh Rangachar holds office up to the date of forthcoming Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from one of the members of the Company signifying intention to propose the appointment of Shri Suresh Rangachar as a Director of the Company.

Shri Suresh Rangachar is eligible for the appointment and has given his confirmation to the effect that he is not disqualified in any manner for such appointment.

Shri Suresh Rangachar, aged 53 years, holds a Master's degree in Computer Science. He has over 25 years experience of which 12 years is with the Company. Prior to joint our group, he was associated with companies like Mantra Communications, IqT, and Hughes Network Systems.

Shri Rangachar is also working as an Executive Director of Reliance Infratel Limited, a subsidiary of the Company. He is also a Director in Globalcom Mobile Commerce Limited and Reliance Communications Infrastructure Limited, subsidiaries of the Company.

Shri Rangachar is a member of the Risk Management Committee of the Company. He is also a member of the Audit Committee of Reliance Communications Infrastructure Limited and Reliance Infratel Limited and member of Nomination and Remuneration Committee of Reliance Infratel Limited.

He does not hold share in the Company.

The relatives of Shri Suresh Rangachar may be deemed to be interested in the resolution set out in Item no. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

# Reliance Communications Limited

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

Save and except Shri Suresh Rangachar, none of the Directors, Key Managerial Personnel of the Company and their relatives is, concerned or interested, financially or otherwise, in the resolution set out at item No. 8 of the Notice.

The Board accordingly recommends an Ordinary Resolution set out at Item No. 8 of the accompanying Notice for the approval of the members.

### Item No. 9. Appointment of Smt. Manjari Kacker as an Independent Director.

Smt. Manjari Kacker was appointed by the Shareholders on September 16, 2014 as a non Independent Director retiring by rotation. Now, she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 (the Act) and the rules made there under. Considering the same, based on the recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors at its meeting held on July 18, 2018, has recommended appointment of Smt. Manjari Kacker as an Independent Director for approval of the shareholders of the Company.

Smt. Manjari Kacker holds master's degree in chemistry and diploma in business administration. She has more than 40 years experience in Taxation, Finance, Administration and Vigilance. She was in Indian Revenue Service batch of 1974. She held various assignments during her tenure in the tax department and was also the member of Central Board of Direct Taxes. She has also served as Functional Director (Vigilance and Security) in Air India and have also represented India in international conferences.

Smt. Manjari Kacker has given a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and the rules made there under. In the opinion of the Board, she fulfills the conditions specified in the Act and the rules framed there under for her appointment as an Independent Director and that she is independent of the management.

Smt. Manjari Kacker is also a Director in Indiabulls Housing Finance Limited, Shubhalakshmi Polyesters Limited and Hindustan Gum and Chemicals Limited.

Smt. Manjari Kacker is Chairperson of CSR Committee and member of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, ESOS Compensation Committee and Risk Management Committee of the Company. She is also a Member of the Audit Committee of Shubhalakshmi Polyesters Limited.

She does not hold any share in the Company.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from one of the members of the Company signifying intention to propose the appointment of Smt. Manjari Kacker as a Director of the Company.

The relatives of Smt. Manjari Kacker may be deemed to be interested in the resolution set out in Item no. 9 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except Smt. Manjari Kacker, none of the Directors, Key Managerial Personnel of the Company and their relatives is, concerned or interested, financially or otherwise, in the resolution set out at item No.9 of the Notice.

The Board accordingly recommends an Ordinary Resolution set out at Item No.9 of the accompanying Notice for approval of the Members.

### Item No.10. 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 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" "Market Sale" "Mandatory Open Offer Price" "Merger Agreement" "Minority Shareholders of SSTL"	These definitions to be deleted.

## Reliance Communications Limited

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

Existing No. of Article	Heading of the Article	Proposed action	Existing No. of Article	Heading of the Article	Proposed action
	"NSE"		21E	TAG ALONG RIGHT	Entire Article to be deleted
	"PAC"				
	"Permitted Businesses"		21F	REDUCTION IN SHAREHOLDING OF SSTL	Entire Article to be deleted
	"Permitted Encumbrance"		21G	CHANGE OF CONTROL OF THE ADA ENTITIES	Entire Article to be deleted
	"Permitted Transfer"		21H	TRANSFER OF SHARES BY ADA ENTITIES	Entire Article to be deleted
	"Private Sale"		43A	VOTING SUPPORT	Entire Article to be deleted
	"Proposed Transferee"				
	"Put Shares"		91	COMPLIANCE BY AFFILIATES	Entire Article to be deleted
	"Related Party Transaction"		92	CONSENT REQUIREMENT	Entire Article to be deleted
	"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 Sale share"				
	"SSTL Shareholder Rights"				
	"Stock Exchange"				
	"Tag Along Right"				
	"Tag Period"				
	"Third Party Shares"				
	"Transaction Documents"				
	"Transfer Notice"				
	"Transferee"				
	"Volume-Weighted Price"				
	"Voting Support"				
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			

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](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, 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.

### **Item No.11. 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 secured / unsecured Redeemable 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 and meet the ongoing funding requirements for the company's business activities, for general corporate purposes and refinancing of the existing debt obligations of the Company.

## Reliance Communications Limited

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

The Board of Directors at its meeting held on July 18, 2018 has considered the proposal to make an offer or invitation, to subscribe to securities through private placement subject to the shareholders' approval at the ensuing AGM for all the offers or invitations for NCDs to be made during the year.

It is proposed to obtain an enabling approval of shareholders to offer or invite subscriptions for NCDs including subordinated debentures, bonds, and/or other debt securities, etc. on private placement basis, at appropriate time 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, use of proceeds 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, the Board would act on the basis of the enabling resolution 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 enabling Special Resolution under Section 42 and other applicable provisions, if any, of the Act and rules made thereunder as set out in Item No. 11 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. 11 of the accompanying Notice for 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

July 18, 2018