

Minutes of the proceedings of the meeting No. 03/2016-17 of the Board of Directors of Reliance Communications Limited held on Friday, the 24th June, 2016 at 5.15 p.m. at Board Room, 8th Floor, Reliance Center, Near Prabhat Colony, Off. Western Express Highway, Santacruz (East), Mumbai – 400 055.

Directors Present

Shri Anil D. Ambani	-	Chairman
Prof. J. Ramachandran	-	Director
Shri A. K. Purwar	-	Director
Shri R. N. Bhardwaj	-	Director
Smt. Manjari Kacker	-	Director

In Attendance

Shri Punit Garg	-	President–Regulatory(Present for Item No.6)
Shri Prakash Shenoy	-	Company Secretary and Manager
Shri Manikantan Iyer	-	Chief Financial Officer

Chairman

Shri Anil D. Ambani, Chairman of the Board, occupied the Chair.

- 1. Leave of absence:** Leave of absence was granted to Shri Deepak Shourie, Director, who had requested for the same.
- 2. To peruse and approve the Minutes of the proceedings of the meeting of the Board of Directors of the Company held on 30th May, 2016.**

Minutes of the proceedings of the meeting of the Board of Directors of the Company, held on 30th May, 2016, circulated to the Directors and placed before the meeting, were confirmed by the Board and signed by the Chairman.
- 3. To peruse and note the Minutes of the proceedings of the meeting of the Audit Committee of the Board of Directors of the Company held on 30th May, 2016.**

Minutes of the proceedings of the meeting of the Audit Committee of the Board of Directors of the Company held on 30th May, 2016, circulated to the Directors and placed before the meeting, was noted by the Board.
- 4. To peruse and note the Minutes of the proceedings of the meeting of the Stakeholders Relationship Committee of the Board of Directors of the Company held on 30th May, 2016.**

Minutes of the proceedings of the meeting of the Stakeholders Relationship Committee of the Board of Directors of the Company held on 30th May, 2016, circulated to the Directors and placed before the meeting, was noted by the Board.
- 5. To peruse and note the Minutes of the proceedings of the meeting of the Nomination and Remuneration Committee of the Board of Directors of the Company held on 30th May, 2016.**

Minutes of the proceedings of the meeting of the Nomination and Remuneration Committee of the Board of Directors of the Company held on 30th May, 2016, circulated to the Directors and placed before the meeting, was noted by the Board.
- 6. To sanction a Scheme of Arrangement between Reliance Communications Limited and Reliance Telecom Limited (RTL) and their**

respective Shareholders and Creditors for demerger of Telecom Undertaking of RTL into the Company.

The Board was informed that Reliance Telecom Limited (RTL) is a wholly owned subsidiary (WOS) of the Company. Entire share capital of RTL is held by the Company and its WOS, Reliance Infocomm Infrastructure Limited (RIIL). The Company is holding 78.80% and RIIL is holding 21.20%. In addition, the Company also hold Preference Share Capital of RTL aggregating to Rs.45 crore and Reliance Communications Tamilnadu Limited, fellow subsidiary company holds Preference Share Capital of RTL aggregating to Rs.13.47 crore.

The Board was further informed that Telecom Licenses held by RTL in 7 circles were expired in December, 2015. Therefore as per DoT rules and regulations, RTL applied for Unified license (UL) for seven telecom circles and executed UL in August, 2015. As per UL Guidelines, Group Companies shall not hold telecom licenses in same service area. The Company and RTL operate and hold the licenses in overlapping service areas.

The rational of the Scheme is as follows:

1. RTL is a wholly owned subsidiary (WOS) of the Company. RTL holds Unified license (UL) in 7 License Service Area (LSA) namely, Assam, Bihar (including Jharkhand), Himachal Pradesh, Madhya Pradesh (including Chhattisgarh), Orissa, North East and West Bengal. RTL also holds Unified Access Service License (UASL) in LSA of Kolkata. UL and UASL are issued by Department of Telecommunication (DoT), Ministry of Communication & IT, Government of India.
2. RTL is demerging 5 LSA namely Bihar (including Jharkhand), Himachal Pradesh, Madhya Pradesh (including Chhattisgarh), Orissa and West Bengal including assets and liabilities of said Telecom Undertaking into the Company to enable seamless experience to customers by combining 3G and 4G / LTE Network resources and platform under single license per LSA. The Company will also benefit in maximization of synergies in operational process, logistics alignment leading to economies of scale and enhanced customer experience.

The following reports/ opinion/ Scheme were placed before the meeting.

- a. Scheme of Arrangement between Reliance Communications Limited and Reliance Telecom Limited and their respective shareholders and creditors;
- b. Valuation Report dated June 24, 2016 issued by M/s. R V Shah & Associates, Chartered Accountants;
- c. Fairness Opinion dated June 24, 2016, issued by M/s. Dalmia Securities Private Limited, a Category-I Merchant Banker;

The appointed date will be 1st April, 2016.

Consideration: The RTL is a wholly owned subsidiary of the Company. The Scheme is intended to transfer the Telecom Undertaking of wholly owned subsidiary to its holding company and does not involve any movement of assets or liabilities to any company outside the group. Upon the Scheme becoming effective, inter alia in recognition of the fact that the Act prohibits allotment of shares by a holding company to its subsidiary company, no shares of the Company shall be allotted in lieu or exchange of the holding of RIIL in the RTL. Hence, the Company is not required to pay or provide for

any consideration and therefore Company is not issuing any shares or paying any consideration, directly or indirectly, to either the RTL or its shareholders.

Shri Punit Garg, President (Regulatory) of the Company made presentation on the Scheme.

The Scheme would be subject to requisite permissions, sanctions and approvals, including, in particular, approval from the Hon'ble High Court of Judicature at Bombay.

A Report of the Audit Committee recommending the Scheme of Arrangement for demerger of Telecom Undertaking of RTL into the Company was placed before the Board.

The Board discussed the matter and passed the following resolution unanimously.

“RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions of the Companies Act, 1956, the rules and regulations made there under (including any modification(s)/amendment(s) and re-enactment(s) thereof) and all other applicable provisions, if any, of the Companies Act, 2013, the rules and regulations made there under and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approvals / consents / sanctions and permissions of the shareholders and / or creditors of the Company, sanction of the Hon'ble High Court of Judicature at Bombay or the National Company Law Tribunal constituted under the provisions of the Companies Act, 2013, as the case may be or such other competent authority, as may be applicable (High Court), the Securities and Exchange Board of India (SEBI) and concerned Stock Exchange(s), the Department of Telecommunications (DoT) or such other competent authority as may be applicable, and such other approvals / permissions / exemptions, as may be required under applicable laws, regulations, listing regulations and guidelines issued by the regulatory authorities, the consent of the Board of Directors of the Company (hereinafter referred to as “the Board”) be and is hereby accorded for the Scheme of Arrangement between Reliance Communications Limited (“the Transferee Company” or “RCom” or “the Company”) and Reliance Telecom Limited (“the Transferor Company” or “RTL”) and their respective Shareholders and Creditors (“the Scheme”), considering the demerger i.e. transfer and vesting of the Transferor Company's Telecom Undertaking into the Company as per the terms and conditions mentioned in the Scheme placed before the Board and initialed by the Company Secretary of the meeting for the purposes of identification.

RESOLVED FURTHER THAT the report of the Audit Committee recommending the Scheme as placed before the Board be and is hereby accepted and taken on record.

RESOLVED FURTHER THAT valuation report by R V Shah & Associates, Independent Chartered Accountants and the fairness opinion issued by Dalmia Securities Private Limited, a Category-I Merchant Banker, the copies of which are tabled at the meeting, duly initialed by the Company Secretary for the purpose of identification be and are hereby accepted and taken on record.

RESOLVED FURTHER THAT the National Stock Exchange of India Limited ('NSE') be and is hereby appointed as Designated Stock Exchange ('DSE')

for co-ordinating with SEBI for obtaining approval of SEBI in accordance with the Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 issued by the Securities and Exchange Board of India read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Company be and is hereby authorized to make necessary intimations and / or applications to concerned stock exchange(s), SEBI, government, judicial, quasi-judicial and other statutory authorities or regulatory authority or any other body or agency, in relation to seeking relevant regulatory approval(s) or sanction(s) for the Scheme and any other approvals required in connection with the Scheme.

RESOLVED FURTHER THAT any of the Directors of the Company, Shri Prakash Shenoy, Company Secretary and Manager, Shri Manikantan Iyer, Chief Financial Officer, Shri Punit Garg, Shri Amit Mathur, Shri Anil C. Shah and Shri Gaurang Shah, being the persons authorized in this behalf ('Authorised Persons') be and are hereby severally authorized to take all the necessary steps, for and on behalf of the Board, *inter alia*, in order to:-

- (a) Making such alterations and changes in the draft Scheme, as may be expedient or necessary or satisfying the conditions/requirement imposed by the High Court of Judicature at Bombay, BSE and NSE, DoT and/or any other statutory/regulatory authorities, as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said draft Scheme as approved in this meeting;
- (b) Finalize and settle the Scheme, the notices for convening/ dispensing with the meetings of the shareholders and/or creditors of the Company and the explanatory statements under Section 393 of the Companies Act, 1956 or any such applicable provisions under Companies Act, 2013, in terms of the directions of the Courts, and assent to such alterations, conditions and modifications, if any, in the notices and explanatory statement as may be prescribed or imposed by the Courts or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme;
- (c) Give such directions as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- (d) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose for obtaining requisite approvals including "in principle" approvals as and when required before any Court, Tribunal, Stock Exchange, or Statutory/Regulatory Authorities;
- (e) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient and all manner of documents, petitions, affidavits and applications under the applicable laws including Companies Act, 1956, Companies Act, 2013, Companies (Court) Rules 1959, Listing Agreement, and other applicable laws/regulations in relation to the

aforesaid matter and to represent the Company in all correspondences, matters and proceedings of any nature whatsoever in relation to the above;

- (f) To authenticate any document, instrument, proceeding and record of the Company;
- (g) Obtaining the requisite approval and/or consents of the shareholders, secured lenders of the Company, banks, financial institutions and other regulatory authorities or entities or agencies as may be required and for that purpose, to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;
- (h) To file applications and/or petitions before the High Court of Judicature at Bombay for the directions for holding/ dispensing meetings of the shareholders and creditors and for sanction of the Scheme;
- (i) Suitably inform, apply and/or represent to the Central and/or State Government(s) and/or local authorities, including but not limited to the Sub-Registrar of Assurances, Customs authorities, Excise authorities, Income Tax authorities, Sales Tax authorities, Value Added Tax and Entry Tax authorities, Employees' State Insurance and Provident Fund authorities, Telephone authorities, Electricity authorities, Postal authorities, and all other applicable authorities, agencies, etc, and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub-Registrar of Assurances;
- (j) To engage any counsel, consultant firms, advocates, attorneys, pleaders, solicitors, valuers, auditors, accountants, registrars or any other one or more agencies, as may be required in relation to or in connection with the Scheme, on such terms and conditions as they may deem fit, finalise their fees, terms and conditions of their appointment, issue appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favour of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard;
- (k) Incur such other expenses as may be necessary with regard to the above transaction, including payment of fees to solicitors, merchant bankers, advisors, valuers, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them;
- (l) Make any modifications as they may consider necessary in relation to the procedure and modalities of effecting the transactions contemplated in the Scheme;
- (m) Consider, approve, sign and execute all other documents, advertisements, announcements, disclosures, etc. which may be sent/ required to be sent to the concerned authorities on behalf of the Company;

- (n) To file requisite forms with the Ministry of Corporate Affairs/ Registrar of Companies in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;
- (o) To make necessary applications to various Statutory Authorities, as may be required for the purpose of sanction and/or implementation of the Scheme and to make such disclosures to governmental or regulatory authorities as may be required for the purpose;
- (p) Affix the Common Seal of the Company on such agreements, undertakings, deeds, documents, writings, etc, as may be required, (including on any modifications or amendments thereto as may be required from time to time), in connection with the purpose of the above resolutions as may be required, in the presence of any of the abovementioned Authorised signatories including persons delegated with powers pursuant to this resolution, who shall sign the same in authentication thereof, in accordance with the Company's Articles of Association;
- (q) Sign, execute and deliver such documents as may be necessary and do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect for the purpose of the above resolutions or to otherwise give effect to the transactions contemplated as aforesaid;
- (r) Authorise the Officers of the Company and/or any other persons to discuss, negotiate, finalise, execute, sign, submit and file all required documents, deeds of assignment/conveyance and any other deeds, documents, Schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, whether or not under the Common Seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters without any further approval of the Board;
- (s) To delegate any powers conferred hereinabove, to any Executive / Officer of the Company / Holding company/ subsidiary companies/ fellow subsidiary companies/ Attorney of the Company, as also to execute such documents, writings etc. as may be necessary in the discretion of any of them in order to give effect to this resolution; and
- (t) To do all such acts and things and deal with all such matters and take all steps as may be necessary including the modification of the Scheme, if required, issuing consent letters and do all such other acts, matters, deeds and things necessary, proper or desirable in connection with or incidental to giving effect to the purposes of this Resolution.

RESOLVED FURTHER THAT the Authorised Persons be and are hereby severally authorised to delegate powers to the executive(s) of the company and / or authorised persons, to sign / execute on behalf of the Company, all deeds, documents, agreements, notices, forms, writings and papers, as may be required, for any of the purpose as mentioned aforesaid and to revoke / modify all or any of the aforesaid powers so delegated to the executive(s) of the company and / or authorised persons, from time to time, as deem fit and proper in the best interest of the company.

RESOLVED FURTHER THAT consent of the Board be and is hereby accorded to the Company for availing of any certification services that may be required from the Statutory Auditors in connection with the Scheme and

as prescribed under various legislations and regulations including but not limited to certification under Reserve Bank of India regulations, Foreign Exchange Management Act, Listing Agreement with the Stock Exchanges, SEBI Act and the guidelines/ regulations framed there under, Companies Act 2013 and rules framed there under.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed, if necessary, in accordance with the Articles of Association of the Company."

7. To take note of Circular Resolutions passed by the Committee of the Board of Directors of the Company in the matter of issue of duplicate share certificates to the Shareholders of the Company.

The Board was informed that at the meeting of the Board of Directors held on 24th June, 2014, a Committee of Directors consisting of Shri Anil D. Ambani, Chairman and Shri A. K. Purwar and Shri R. N. Bhardwaj, Directors was constituted for issue of duplicate share certificates and necessary powers were delegated to it. The said Committee had approved issue of duplicate share certificates by passing Circular Resolutions.

The text of the Circular Resolutions were as follows:

Date: 09.06.2016

"RESOLVED THAT the Committee of the Board do hereby approve issue of duplicate Equity Share Certificates to 6 (Six) shareholders holding 979 (Nine Hundred Seventy Nine only) equity shares of the Company as per the statement circulated to the members of the Committee of the Board and enclosed with this resolution.

RESOLVED FURTHER THAT Shri Prakash Shenoy, Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things and attend to all such matters as may be necessary to give effect to this resolution."

Date: 24.06.2016

"RESOLVED THAT the Committee of the Board do hereby approve issue of duplicate Equity Share Certificates to 4 (Four) shareholders holding 683 (Six Hundred Eighty Three only) equity shares of the Company as per the statement circulated to the members of the Committee of the Board and enclosed with this resolution.

RESOLVED FURTHER THAT Shri Prakash Shenoy, Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things and attend to all such matters as may be necessary to give effect to this resolution."

The Board took note of the same.

There being no further business to transact, the meeting ended with a vote of thanks to the Chair.

The meeting concluded at 6.00 p.m.

Chairman

Entered on: 11.07.2016

Signed on: