

Minutes of the proceedings of the meeting No. 05/2016-17 of the Board of Directors of Reliance Communications Limited held on Friday, the 14th October, 2016 at 10.15 a.m. at Board Room, Reliance Centre, Near Prabhat Colony, Off. Western Express Highway, Santacruz (E), Mumbai - 400 055.

Directors Present

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

In Attendance

Shri Prakash Shenoy	-	Company Secretary and Manager
Shri Manikantan Iyer	-	Chief Financial Officer
Shri Suresh Rangachar	-	President – Commercial (Present for Item No. 5)

Chairman

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

The Chairman informed the Board that due to urgency and for consideration of unpublished price sensitive matter, this meeting was convened at a shorter notice than required as agreed by the Directors at the meeting of the Board of Directors held on 30th May, 2016. All the Directors agreed for the same.

- 1. Leave of absence:** Leave of absence was granted to Prof. J. Ramachandran and Shri Deepak Shourie, Directors, 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 14th September, 2016.**
Minutes of the proceedings of the meeting of the Board of Directors of the Company, held on 14th September, 2016, circulated to the Directors and placed before the meeting, were confirmed by the Directors 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 14th September, 2016.**
Minutes of the proceedings of the meeting of the Audit Committee of the Board of Directors of the Company held on 14th September, 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 14th September, 2016 and 27th September, 2016.**
Minutes of the proceedings of the meeting of the Stakeholders Relationship Committee of the Board of Directors of the Company held on 14th September, 2016 and 27th September, 2016 circulated to the Directors and placed before the meeting, were noted by the Board.
- 5. To consider and approve the sale of towers of Reliance Infratel Limited, a subsidiary company.**
Shri Suresh Rangachar, President – Commercial informed that Reliance Infratel Limited (“RITL”), a material subsidiary company, is engaged in the business of building, owning and operating tele communications Towers, Optic Fiber Cable and have assets at designated sites and provides passive infrastructure to the Company, Reliance Telecom Limited and other telecom operators in India. Reliance Communications Infrastructure Limited, a wholly owned subsidiary of the Company holds 79.71%, other subsidiary companies

hold 15.53%, RCIL Employees Welfare Trust holds 0.50% and foreign PE investors hold 4.26% equity in RITL. RITL have about 43,417 towers and 1,90,000 route Kms of optic fibre to connect the sites to the core network and the connectivity between circles.

Shri Suresh Rangachar further informed that as discussed in earlier Board meetings, the Company need to reduce its debt and de-leverage balance sheet of the Company, hence it was thought fit to divest majority stake of the Company in RITL.

He appraised the Board that Tillman Global Holdings LLC, New York which had signed non bidding term sheet with the Company on 4th December, 2015 was unwilling to purchase controlling stake at valuation insisted by the Company.

Now, the Company engaged discussion with Brookfield Infrastructure Group (Brookfield) which is a leading global alternative asset manager with over \$250 billion of assets under management. Brookfield has a history of more than 100 years of owning and operating real assets with a focus on property, renewable energy, infrastructure and private equity.

Based on due diligence, Brookfield has agreed to sign a non binding term sheet to acquire the Tower assets of RITL. As per the Term Sheet, the specified assets are intended to be transferred from RITL on a going concern basis into a separate SPV, to be owned by Brookfield. The Company will continue as an anchor tenant on the tower assets, under a long term MSA, for its integrated telecommunications business.

He apprised the Board that the Company will receive an upfront cash payment of Rs.11,000 crore from the proposed transaction. The Company will also enjoy 49% future economic upside from the towers business, based on certain conditions.

Shri Suresh Rangachar further informed that the Company and Brookfield expect considerable growth in tenancies based on increasing 4G offerings by all telecom operators, and the fast accelerating trends in data consumption, which are expected to contribute to significant growth in revenues and profitability for the towers business in the future.

Shri Suresh Rangachar also informed that proposed Transaction is subject to final due diligence, definitive documentation, applicable regulatory and other approvals and certain other terms and conditions. Accordingly, there can be no certainty that a transaction will result.

A copy of the Term sheet was also placed before the Board.

The Board was further informed that RITL being material subsidiary, after final due diligence by the Brookfield if transaction is to be implemented, the Company needs to take approval from the shareholders of the Company through postal ballot (including e-voting) under Listing Regulations and need to comply with other procedures and approvals.

The Board discussed the matter and passed the following resolution.

"RESOLVED THAT the Company do accept the terms and conditions of Non Binding Term Sheet to be executed among the Company, Brookfield Infrastructure Group and others, in the matter of sale of tower assets of Reliance Infratel Limited, a material subsidiary, and intimate the same to the concern companies.

RESOLVED FURTHER THAT Shri Amitabh Jhunjunwala, Authorised Signatory be and is hereby authorised to discuss, negotiate, amend, finalise

and sign the Non Binding Term Sheet on behalf of the Company and others and inform the concerned and do all such other acts, deeds, things, matters as may be considered necessary or required for giving effect to the above resolution, including any filings required to be made with any governmental or regulatory authorities for the transactions contemplated under the Term sheet, on behalf of the Company.

RESOLVED FURTHER THAT Shri Amitabh Jhunjhunwala, Authorised Signatory be and is hereby authorised to delegate any powers conferred hereinabove, to any Executive or such other fit and proper person, 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.”

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

The meeting was concluded at 10.30 a.m.

Chairman

Entered on: 28.10.2016

Signed on: