

**Minutes of the proceedings of the meeting No. 06/2016-17 of the Board of Directors of Reliance Communications Limited held on Monday, the 14<sup>th</sup> November, 2016 at 3.00 p.m. at Board Room, 8<sup>th</sup> Floor, Reliance Center, Near Prabhat Colony, Off. Western Express Highway, Santacruz (East), Mumbai – 400055.**

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**Directors Present**

Shri Anil D. Ambani	-	Chairman
Shri A. K. Purwar	-	Director
Shri Deepak Shourie	-	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

**Chairman**

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

- 1. Leave of absence:** Leave of absence was granted to Prof. J. Ramachandran, 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 14<sup>th</sup> October, 2016.**  
Minutes of the proceedings of the meeting of the Board of Directors of the Company, held on 14<sup>th</sup> October, 2016, circulated to the Directors and placed before the meeting, were confirmed by the Board and signed by the Chairman.
- 3. 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 24<sup>th</sup> June, 2014, a Committee of Directors comprising 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 Resolution was as follows:

**Date: 24.09.2016**

“RESOLVED THAT the Committee of the Board do hereby approve issue of duplicate Equity Share Certificates to 13 (Thirteen) shareholders holding 1002 (One Thousand Two 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: 12.10.2016**

“RESOLVED THAT the Committee of the Board do hereby approve issue of duplicate Equity Share Certificates to 5 (Five) shareholders holding 376 (Three Hundred Seventy Six 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: 24.10.2016**

"RESOLVED THAT the Committee of the Board do hereby approve issue of duplicate Equity Share Certificates to 6 (Six) shareholders holding 476 (Four Hundred Seventy Six 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.

**4. To note the Audit Certificate of reconciliation of Share Capital of the Company made upto 30<sup>th</sup> September, 2016.**

A Certificate of Capital Integrity submitted to the Stock Exchanges, pursuant to SEBI Notification dated 31<sup>st</sup> December, 2002, confirming reconciliation of total equity shares held with both the depositories, viz. NSDL and CDSL and in physical form with the total issued and paid up equity share capital of the Company upto the quarter ended 30<sup>th</sup> September, 2016 issued by M/s. Haribhakti & Co., Chartered Accountant and submitted to the Stock Exchanges and placed before the Board was perused and noted.

**5. To note the details of the Foreign Exchange Forward Contracts, Derivatives Contracts and Cash flow on forward and Derivatives Foreign Exchange contracts carried out by the Company for the quarter ended 30<sup>th</sup> September, 2016.**

The Board was informed that during the quarter ended 30<sup>th</sup> September, 2016, no such transactions have been entered into by the Company. The same do not include MTM movement.

The Board discussed the matter, took note and passed the following resolution unanimously:

"RESOLVED THAT the details of the Foreign Exchange Forward Contracts, Derivatives Contracts and Cash flow on forward and Derivatives Foreign Exchange contracts carried out by the Company in relation to Liability Management for the quarter ended 30<sup>th</sup> September, 2016, as per the statement and information placed before the meeting be and are hereby noted and that any of Shri Prakash Shenoy, Company Secretary, Shri Manikantan Iyer, Chief Financial Officer and Shri D. Viswanath, Authorised Signatory, be and are hereby severally authorised to file the details relating to said transactions, with the Reserve Bank of India and take necessary action as may be required in the matter."

**6. To note disclosure received from the Directors and Manager.**

Disclosure under Section 189 of the Companies Act, 2013 received from Director/s read at the meeting and noted by the Board. The Company Secretary was instructed to incorporate the same in appropriate Register/s maintained by the Company.

**7. To peruse the Minutes of the proceedings of meetings of the Board of Directors of subsidiaries of the Company.**

Minutes of the proceedings of meetings of the Board of Directors held during the quarter ended 30<sup>th</sup> September, 2016 of all the subsidiaries of the Company, together with the list of subsidiaries, were placed before the Board. The statement containing details of significant transactions pertaining to loans, advances, investments and borrowing made by the subsidiary companies during the quarter ended 30<sup>th</sup> September, 2016 was also placed before the Board. The Board perused the information on the material transactions involving subsidiary companies and related parties particularly Investments made by them and noted.

**8. To review the legal compliance and take on record the Compliance certificate.**

A Compliance certificate issued by the Legal Department of the Company for the quarter ended 30<sup>th</sup> September, 2016 was placed before the Board. The Compliance Certificate, inter-alia confirmed the compliance of various laws by the Company as applicable from time to time.

The Board noted the same and took on record.

**9. To consider and approve unaudited consolidated financial results and stand alone financial results and Limited Review Reports for the quarter and half year ended 30<sup>th</sup> September, 2016.**

The Board was informed that in terms of Regulation 33 of the Listing Regulations, the Company was required to approve and submit the unaudited financial results for the quarter and half year ended 30<sup>th</sup> September, 2016, to the Stock Exchanges and publish the same in the newspapers within 48 hours after the approval of the Board.

The Standalone and Consolidated unaudited financial results duly reviewed by the Audit Committee at their meeting held on 14<sup>th</sup> November, 2016 was placed before the Board. Observations of the Audit Committee were also informed to the Board at the meeting.

Detailed Presentation of the businesses of the Company, highlighting the performance of the Company for the quarter and half year ended 30<sup>th</sup> September, 2016 and outlook of the Company was made.

The brief highlights of consolidated financial performance of the Company for the quarter ended 30<sup>th</sup> September, 2016 were as follows:

- a. Consolidated Revenue & EBITDA:** RCOM Q2 revenue at Rs.5,142 crore, down 4% from Rs.5,361 crore in Q1. Q2 EBITDA at Rs.1,542 crore, down 1% from Rs.1,560 crore in Q1.
- b. Net Profit at Rs. 39 crore.**
- c. India Operations Revenue & EBITDA:** Q2 revenue at Rs.4,487 crore, down 4% from Rs.4,693 crore in Q1. Q2 EBITDA at Rs.1,297 crore, down 4% from Rs.1,353 crore in Q1.
- d. Global Operations Revenue & EBITDA:** Q2 Revenues at Rs.1,090 crore, down 8% from Rs.1,185 crore in Q1. Q2 EBITDA at Rs.245 crore, up 18% from Rs.207 crore in Q1.
- e. Key Performance Indicators (KPIs):**
  - (1) RPM:** RPM at 44.6 paisa, down 1% Q-o-Q
  - (2) MOU:** Total MOU at 97.9 billion, down 2% Q-o-Q
  - (3) ARPU:** ARPU at Rs.155, up 5% Q-o-Q
  - (4) Data Customers:** The total data customer base is 35.1 million including 24.5 million 3G/4G customers in Q2.

**(5) Data Traffic:** The total data traffic at 104.8 billion MB is up over 8% Y-o-Y. The traffic has increased mainly due to increase in data usage per subscribers.

The Consolidated financial results were in respect of the Company and all its subsidiaries/ controlled companies, have been prepared in accordance with the requirements of the prescribed Accounting Standards issued by the Institute of Chartered Accountants of India. The Stand alone and Consolidated Financial Results have been subjected to a "Limited Review" by the Company's Auditors as per Regulations 33.

The Board was further informed that as per Regulations 33 of the Listing Regulations, the Company has opted to submit additionally consolidated financial results to the stock exchanges. As per Regulation 47 of the Listing Regulations, the Company is required to publish extract of the consolidated financial results alongwith (1) Turnover, (2) Profit before tax and (3) Profit after tax, on a stand-alone basis, as a foot note in the newspapers.

A certificate from Shri Prakash Shenoy, Chief Executive Officer and Shri Manikantan Iyer, Chief Financial Officer of the Company stating that the above unaudited financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading, was also placed on table for confirmation of the Board.

The Board was further informed that as per Regulation 33(3)(c) of the Listing Regulations, in case the listed entity opts to submit unaudited financial results – Standalone or Consolidated, they shall be subject to limited review by the statutory auditors of the Company and shall be accompanied by the limited review report. Accordingly, the limited review reports on the Standalone and Consolidated unaudited Financial Results for the quarter and half ended 30<sup>th</sup> September, 2016, as reviewed by the Audit Committee, were also placed before the meeting for its review and approval.

Shri Manikantan Iyer, Chief Financial Officer placed a Management Representation letter dated 14<sup>th</sup> November, 2016 to be given to the Auditors for the quarter and half year ended 30<sup>th</sup> September, 2016. He further stated that the Audit Committee has noted the Management Representation letter f issuance to the Auditors under the signature of Shri Manikantan Iyer, Chief Financial Officer or Shri Prakash Shenoy, Company Secretary. The Board discussed the contents of Management Representation letter and approved the same.

The Board deliberated performance and business related issues of the Company and after detail deliberation, passed the following resolutions:

**(a) Unaudited Consolidated Financial Results and Report thereon.**

"RESOLVED THAT pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, the unaudited Consolidated financial results of the Company for the quarter and half year ended 30<sup>th</sup> September, 2016, and the quarterly report thereon as per the statement placed before the meeting as reviewed by the Audit Committee at their meeting held on 14<sup>th</sup> November, 2016 and as certified by Shri Prakash Shenoy, Chief Executive Officer and Shri Manikantan Iyer, Chief Financial Officer, be and are hereby approved and that the same be signed by Shri Anil D. Ambani, Chairman and submitted to the Stock Exchanges, where the securities of the Company are listed.

RESOLVED FURTHER THAT Limited Review Report on Consolidated financial results of the Company issued by the Statutory Auditors for the quarter and half year ended 30<sup>th</sup> September, 2016 as placed before the meeting be and is hereby approved.

RESOLVED FURTHER THAT Shri Prakash Shenoy, Company Secretary be and is hereby authorised to submit the said financial results, Limited Review Report and Quarterly Reports to the Stock Exchanges and do everything necessary and incidental in this regard.

**(b) Unaudited Standalone Financial Results of the Company.**

“RESOLVED THAT pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, the unaudited Standalone Financial Results of the Company for the quarter and half year ended 30<sup>th</sup> September, 2016, as per the statement placed before the meeting and as reviewed by the Audit Committee at their meeting held on 14<sup>th</sup> November, 2016 and as certified by Shri Prakash Shenoy, Chief Executive Officer and Shri Manikantan Iyer, Chief Financial Officer, be and are hereby approved and that the same be signed by Shri Anil D. Ambani, Chairman and submitted to the Stock Exchanges, where the securities of the Company are listed.

RESOLVED FURTHER THAT Limited Review Report on Standalone financial results of the Company issued by Statutory Auditors for the quarter and half year ended 30<sup>th</sup> September, 2016 as placed before the meeting be and is hereby approved.

RESOLVED FURTHER THAT Shri Prakash Shenoy, Company Secretary be and is hereby authorised to submit the said financial results and Limited Review Report to the Stock Exchanges and do everything necessary and incidental in this regard.”

**10. To approve payment of fees to the Auditors.**

The Board was informed that at their meeting held on 14<sup>th</sup> September, 2016, the Board had approved payment of fees of Rs.50,00,000/-, exclusive of travelling and other out of pocket expenses, to each of the then Auditors of the Company, i.e. Chaturvedi & Shah, Chartered Accountants and BSR & Co.LLP, Chartered Accountants, towards part Audit fees and for issuing the Limited Review Report for the quarter ended 30<sup>th</sup> June, 2016 and it was decided that the audit fees for the quarter ended 30<sup>th</sup> September, 2016, 31<sup>st</sup> December, 2016 and for the financial year ending 31<sup>st</sup> March, 2017 will be decided later on.

The Board was further informed that at the 12<sup>th</sup> Annual General Meeting of the Shareholders of the Company held on 27<sup>th</sup> September, 2016, the shareholders of the Company had appointed M/s. BSR & Co.LLP, Chartered Accountants as the Statutory Auditors till conclusion of next Annual General Meeting and M/s.Pathak H.D.& Associates, Chartered Accountants as the Statutory Auditors till conclusion of 17<sup>th</sup> Annual General Meeting of the Company.

The recommendation of the Audit Committee was placed before the Board.

The Board of Directors considered above and passed the following resolution:

"RESOLVED THAT as recommended by the Audit Committee at its meeting held on 14<sup>th</sup> November, 2016, the Board do hereby approve payment of fees of Rs.50,00,000/- exclusive of travelling and other out of pocket expenses, to

each of the Auditors of the Company, i.e. BSR & Co. LLP, Chartered Accountants and M/s Pathak H.D. & Associates Chartered Accountants, towards part Audit fees and for issuing the Limited Review Report for the quarter and half year ended 30<sup>th</sup> September, 2016 and the quarter ending on 31<sup>st</sup> December, 2016 and that fees for the fourth quarter and the financial year ending 31<sup>st</sup> March, 2017 will be decided later on.

RESOLVED FURTHER THAT Shri Manikantan Iyer, Chief Financial Officer be and is hereby authorised to do all such acts and things necessary in the matter.”

**11. To note the status of sale of Tower assets of Reliance Infratel Limited, a subsidiary company.**

The Board was informed that, as informed earlier, in order to reduce debt and de-leverage balance sheet of the Company, it was thought fit to divest majority stake in Tower Business of Reliance Infratel Limited, a subsidiary company (RITL). For the said purpose, the Company had appointed investment bankers as advisors as well signed Non Disclosure Agreements with some of the potential bidders.

The Board was further informed that the Company has not received binding bid from Tillman Global Holdings LLC, New York and TPG Aisa, Inc., but the Company had received interest from one more foreign fund – Brookfield Infrastructure Group and on 4<sup>th</sup> October, 2016, the Company has signed non binding term sheet with it and due diligence process is going on. The proposed Transaction is subject to final due diligence, definitive documentation, applicable regulatory and other approvals and certain other terms and conditions.

The Board discussed the matter and took note of the same.

**12. To note the status of Scheme of Arrangement with Reliance Telecom Limited.**

The Board was informed that at their meeting held on 24<sup>th</sup> June, 2016, the Board had approved the Scheme of Arrangement for demerger i.e. transfer and vesting of Wireless Undertaking of Reliance Telecom Limited, wholly owned subsidiary, into the Company. The Board was further informed that the Company had got the approval from the Hon'ble High Court on 27<sup>th</sup> October, 2016 and now the Company has made an application to the Department of Telecommunication for their approval.

The Board discussed the matter and took note of the same.

**13. To note the status of Scheme of Arrangement with Sistema Shyam Teleservices Limited.**

The Board was informed that at their meeting held on 2<sup>nd</sup> November, 2015, the Board had approved signing of merger agreement amongst the Promoter shareholders of the Company, Sistema Shyam Teleservices Limited (“SSTL”), Sistema JSFC (“Sistema”) and other entities. The Board was further informed that the Board had also approved the Scheme of Arrangement for demerger i.e. transfers and vesting of Wireless Telecom Business Undertaking of Sistema Shyam Teleservices Limited into the Company.

The Board was further informed that the Rajasthan High Court had sanctioned the Scheme on 30<sup>th</sup> September 2016 and Bombay High Court on 7<sup>th</sup> October 2016. The Company has applied to the Department of Telecommunications for its final approval of the Scheme, which is condition precedent to before effecting the Scheme. Upon scheme being effective, the Company required to allot 27.65 crore equity shares of Rs.5 each to SSTL which is 10% of diluted equity capital of the Company.

The Board discussed the matter and took note of the same.

**14. To note the status of Scheme of Arrangement with Aircel Limited and Dishnet Wireless Limited.**

The Board was informed that at their meeting held on 22<sup>nd</sup> December, 2015, the Board had approved signing of a non binding term sheet with Maxis Communications Berhad (MCB) and Sindya Securities and Investments Private Limited, the shareholders of Aircel Limited ("Aircel"), in the matter of potential combination of the Indian wireless business of the Company and Aircel to mutually derive substantial benefits of in-country consolidation, including opex and capex synergies and revenue enhancement.

The Board was further informed that at their meeting held on 14<sup>th</sup> September, 2016, the Board had approved for demerger and transfer of Wireless Business, including (i) the investments held by the Company in its indirect wholly owned subsidiary companies, Reliance Communications (Hong Kong) Limited, Reliance Communications (UK) Limited, Reliance Communications Inc. USA, Reliance Communications International, Inc. and Reliance Communications Canada, Inc., (collectively, "Offshore Subsidiaries");(ii) the wireless telecom business undertaking of the Company and Reliance Telecom Limited ("RTL")(a wholly owned subsidiary of the Company)(collectively, "Wireless Business");to Aircel Limited ("AL") and Dishnet Wireless Limited (a wholly owned subsidiary of AL) ("DWL"),by way of a court approved Scheme of Demerger among the Company, RTL,AL,DWL, SACPL, Deccan and their respective shareholders and creditors("Scheme") to be filed before the High Court / National Company Law Tribunal having jurisdiction on the Company and AL, and on the Scheme becoming effective in accordance with the orders of the High Court / National Company Law Tribunal, the Wireless Business will stand transferred to and vested on a going concern basis to AL and DWL. The Board was further informed that under the terms of the Scheme, the Company will be issued and allotted such number of equity shares of AL which will constitute 50% of the fully diluted paid up equity share capital of AL.

The Company has made an application to the Stock Exchanges for their approval under Regulation 37 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 on 17<sup>th</sup> October, 2016 and presently it is pending for approval. The Company has also made application to Competition Commission of India along with transaction related documentation on 14<sup>th</sup> October 2016 for their approval.

The Board discussed the matter and took note of the same.

**15. To note details of Investor Complaints received and resolved during the Quarter ended September 30, 2016.**

The Board was informed that pursuant to Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, it was necessary to file with the stock exchanges on a quarterly basis a statement giving the number of investor complaints received and disposed off during the quarter and those remaining unresolved at the end of the quarter, within twenty one days from the end of each quarter. Further, Regulation 13(4) provides that the above statement shall be placed before the Board on a quarterly basis.

The Board was informed that the Company had received total eleven complaints during the quarter ended September 30, 2016 and all the complaints were resolved during the quarter. There was no pending complaint as on September 30, 2016.

The broad classification of complaints received by the Company was as follows:

<b>Sr. No.</b>	<b>Nature of complaints</b>	<b>No. of complaints</b>
1	Non Receipt of Annual Report	6
2	Non receipt of share certificate/s	0
3	Non receipt of Dividend warrants	5
	<b>Total</b>	<b>11</b>

The Board was further informed that the Company has already filed the above report to the stock exchanges.

The Board took note of the same.

**16. To note Corporate Governance Report for the quarter ended September 30, 2016.**

The Board was informed that pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, it was necessary for the Company to submit a report on Corporate Governance in the format prescribed to the stock exchanges for every quarter within 15 days from the close of the quarter. A copy of the Corporate Governance Report for the quarter ended September 30, 2016 was placed before the Board.

The Board was further informed that the Company has already filed Corporate Governance Report for the quarter ended September 30, 2016 to the stock exchanges before the due date.

The Board discussed and took note of the same.

**17. To note the statement showing holding of securities and shareholding pattern for the quarter ended September 30, 2016.**

The Board was informed that pursuant to the requirements of Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, it was necessary for the Company to file on quarterly basis a statement showing the holding of securities and shareholding pattern with the stock exchanges within 21 days from the close of the quarter. A copy of the statement showing holding of securities and shareholding pattern for the quarter ended September 30, 2016 was placed before the Board. The Board was further informed that the Company has already filed the said report for the quarter ended September 30, 2016, to the stock exchanges.

The Board took note of the same.

**18. To take note of resignation of Shri Vinod Sawhny, Chief Executive Officer.**

The Board was informed that Mr. Vinod Sawhny, the then Chief Executive Officer of the Company was step down as Chief Executive Officer of the Company with effect from September 30, 2016 to enable him and his family to relocate to New Delhi for personal reasons. The Board was further informed that Mr. William (Bill) Barney and Mr. Gurdeep Singh, who are already working with the Company, will function as acting Co-CEOs of the Company with immediate effect. In their function as Co – CEO, both Mr. William (Bill) Barney and Mr. Gurdeep Singh are authorised to take all business decisions on behalf of the Company.

Pursuant to the requirements of Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, necessary intimation were sent to the Stock Exchanges on 1<sup>st</sup> October, 2016 and necessary forms have been filed with the Registrar of Companies.

The Board was also informed that the Nomination and Remuneration Committee had considered this Agenda at their meeting held earlier today. The Board discussed the matter, took note of the same and ratified actions taken in the matter.

**19. To consider status report on 2G case filed by CBI in the matter of Reliance Telecom Limited and others.**

The Board was provided a copy of the status report dated 11<sup>th</sup> November, 2016 issued by M/s. Agarwal Law Associates, Advocates, Supreme Court, New Delhi on 2G case filed by Central Bureau of Investigation.

The Board was informed that the Trial, which commenced on 11<sup>th</sup> November, 2011 before the Ld. CBI Special Judge, O.P. Saini has closed its evidences as all the prosecution witnesses have deposed. The statement of accused under Section 313 of CrPC has been recorded. The defence is leading its evidence. Approximately 30 defence witnesses have been examined and with this, the defence has closed its evidence.

The final argument commenced on 22<sup>nd</sup> July, 2015. The prosecution has completed its final arguments. The defence arguments on behalf of the Company and three executives have been concluded. The written submissions on behalf of the Company and three executives have been filed. The matter has now been posted for the Prosecution's rejoinder submissions on 2<sup>nd</sup> December, 2016.

The Directors discussed the matter and took note of the same.

**20. To increase remuneration payable to Shri Prakash Shenoy as a Manager of the Company.**

The Board was informed that as per provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof), the Board had appointed Shri Prakash Shenoy, Company Secretary as the Manager of the company for a period of 5 (five) years commencing from June 1, 2016, at a remuneration of Rs.75 lac per annum upon the terms and conditions as set out in the agreement entered into between the Company and Shri Prakash Shenoy, Manager. As per the terms and conditions, the Board of Directors/ Nomination and Remuneration Committee are authorized to increase, vary, alter the remuneration payable to Shri Prakash Shenoy as the Manager of the Company at any time and for any number of times, provided that such increase, alteration or variance shall be within the permissible limits in terms of the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Act.

The Board was further informed that during the year, the Company has declared increment to all the employees of the Company as per terms and conditions. Considering the working and performance evaluation of Shri Prakash Shenoy, it was proposed for revision in the remuneration payable to him as the Manager of the Company from Rs. 75 lac p.a. to Rs.79.11 lac p.a. with effect from 1<sup>st</sup> April, 2016. The Board noted that the increase in remuneration of Shri Prakash Shenoy, Manager would be within the limits of the provisions of the Companies Act, 2013.

The Board was further informed that the Nomination and Remuneration Committee at their meeting held earlier today has approved and recommended revision of remuneration of Shri Prakash Shenoy as above.

The Board discussed the matter and passed the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 read with Schedule V of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, as recommended by the Nomination and Remuneration Committee, the remuneration payable to Shri Prakash

Shenoy, Manager of the Company be and is hereby revised from Rs. 75 lac p.a. Rs.79.11 lac p.a. with effect from 1<sup>st</sup> April, 2016 and that all other terms and conditions of his appointment as Manager shall remain unchanged.

RESOLVED FURTHER THAT any of the Directors of the Company and Shri Prakash Shenoy, Company Secretary and Manager, be and are hereby severally authorized to do all such acts, things, matters and deeds as may be necessary to give effect to this resolution.”

**21. Transfer of Dividend and Equity shares to Investors Education Protection Fund.**

The Board was informed that the Company having unclaimed and unpaid amount in respect of dividend declared is required to transfer such amount to a Unclaimed Dividend account to be maintained by the company within 7 days of the expiry of 30 days from the date of declaration of the dividend. Claim of the Shareholders shall be met from such account till the end of 7 years from the date of transfer of relative amount. After the end of 7 years of transfer, the pending amount is required to be transferred to the Investors Education Protection Fund (IEPF) maintained by the Government.

The Board was further informed that now all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred by the Company to IEPF suspense account. Shares may be held either in Physical or in Demat form:

The Board was further informed the following:

- (1) Before transferring the shares in favour of IEPF, the Company shall inform to the shareholder concerned regarding transfer of shares at the latest available address before the due date of transfer of shares and also to publish a notice in the leading newspaper in English and regional language and on their website giving the details of such shareholders.
- (2) For the purpose of effecting transfer in Demat form the Company Secretary on behalf of such shareholders, shall sign the delivery instruction slips of the depository participants where the Shareholders has their accounts. On receipt of the delivery instruction slips, the depository shall effect the transfer of shares in favour of the IEPF in its record.
- (3) For the purpose of effecting transfer in physical form, the Company secretary on behalf of the concerned shareholders, shall make a request to the Company, for issue of duplicate share certificates. The Company on request, shall issue duplicate share certificate stated on the face of it that “*Issued in lieu of Certificate No. \_\_\_\_\_ for the purpose of transfer to IEPF*” with the word “duplicate” shall be stamped in bold letters.
- (4) After issuance of duplicate share certificate, the Company Secretary shall sign the share transfer deed in SH-4 for transferring the shares in favor of IEPF.
- (5) On receipt of duly filled Share transfer form along with duplicate share certificate, the Board or Committee shall approve the transfer.
- (6) After effecting such transfer, the Company shall file a statement in Form IEPF-4 containing details of such transfer.

A statement showing probable number of shareholders and their holding in shares which may be required to transfer to IEPF suspense account was placed before the Board for information.

The Board discussed the matter and passed the following resolutions.

**“RESOLVED THAT** pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Rules for implementation of the said provisions

named the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 7<sup>th</sup> September, 2016, Shri Prakash Shenoy, Company Secretary and Manager and Shri Manikantan Iyer, Chief Financial Officer of the Company (hereinafter referred to as "Authorised Person") be and are hereby severally authorised to transfer to the Investor Education and Protection Fund (IEPF) or any other such authority, as the case may be:

- a. unclaimed amounts due to the shareholders against Dividends declared by the Company,
- b. all shares in respect of which dividend has not been paid or claimed for a period of seven consecutive or more years,

and to sign, submit forms, applications, letters, challan, returns and such other documents as may be necessary and to attend to such matters incidental thereto in compliance with the requirements of the above provisions.

**RESOLVED FURTHER THAT** the Authorised Persons be and are severally authorised to:

- i) send letters to the shareholders and to make advertisement in the news papers as may be required,
- ii) sign the delivery instruction slip of the depository participants on behalf of such shareholders, where such shareholders had their accounts for transfer in favour of IEPF Suspense account of the Company,
- iii) make an application to the Company on behalf of the concerned shareholders for issue of duplicate share certificates and comply with the requirements,
- iv) attend to such matters incidental thereto as may be required from time to time.

**RESOLVED FURTHER THAT** the Authorised Persons be and are hereby severally authorised to further delegate authorities mentioned hereinabove and for that purpose to appoint any person(s) as Authorised Person on behalf of the Company and to give / revoke authority from time to time to such Authorised Person for all or any of the purposes, as referred to in hereinabove."

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

The meeting concluded at 6.40 p.m.

**Chairman**

**Entered on:** 05.12.2016

**Signed on:**