



भारतीय स्टेट बैंक  
भारतीय स्टेट बैंक  
STATE BANK OF INDIA

All domestic & foreign lenders as per  
Attendance Sheet

PFSBU/Team-7/R Com/961  
dated 20/07/17

Dear Sirs,

Borrower(s) : Reliance Communications Ltd (Rcom), Reliance telecom limited (RTL) & Reliance Infratel Ltd. (RITL)  
Subject : Minutes of 3<sup>rd</sup> Joint Lender's Forum (JLF) meeting held on 07.07.17 at State Bank Bhavan, Nariman Point, Mumbai

With reference to captioned borrowers, we enclose herewith minutes of the 3<sup>rd</sup> JLF meeting held on 7th July-17 at 6:30 pm at Maurya Hall, 10<sup>th</sup> floor, State Bank Bhavan, Madam Cama Road, Nariman Point, Mumbai-400021 for your information and record.

Yours faithfully,

Syamprasad Ankala  
(Asst. General Manager)

Encl. a. a.

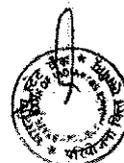


Reliance Communications Limited (Consolidated)  
Maurya hall, 10<sup>th</sup> floor, State Bank Bhavan, Madam Cama Road, Nariman Point, Mumbai-21  
Date : 07.07.17, Time: 6:30 pm

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Shri Punit Garg, President (Reliance Communications Group), and Shri Achyuta Panda, DGM SBI-PFSBU welcomed all the lenders to the third JLF of Reliance Communications Group. The following agenda has been taken up for the meeting.

- a) Confirmation of minutes of JLF meeting dated 23.06.2017.
  - b) Signing of JLF ICA agreement by all the members of JLF.
  - c) Company's request for sanction of BG of Rs. 390 Cr in favour of Department of Telecommunications (DoT) for SSTL merger with R Com.
  - d) Company's request for sanction of LC of Rs. 600 Cr for mandatory Capex to Tower Assets to enable Tower Asset sale to Brookfield.
  - e) Company's request for NOC for R Com-Aircel merger scheme and sale of towers to Brookfield and SSTL transactions
  - f) Business Plan of Aircom (Merged Co.)
  - g) Business plan for remaining business of RCOM post demerger of wireless business and sale of tower business.
  - h) Company's request for NOC for sale of properties, Housing Media Convergence Nodes (MCN) to Reliance JIO and use the proceeds to part pay to Ericsson overdues.
  - i) Security compliances of all existing loans of RCOM (consolidated)
  - j) Status of Board Resolution and Shareholder's Resolution of SDR
  - k) Status of TRA agreement
1. All the lenders confirmed the minutes of the JLF meeting dated 23.06.2017. Bank of Maharashtra (BoM) requested SBI to amend the point no. 1(e) on page 2 as below.
- "BoM approved the SDR mandate with the condition that they were to be treated at par with the secured lenders or shall receive a proportionate share in the proceeds from TRA irrespective of whether BoM is secured or unsecured".
- As the BOM approval has come with a condition, JLF has not considered their mandate for voting in favour of SDR.
2. As some of the lenders were yet to sign the Inter Creditor Agreement (ICA) of the JLF, the JLF requested the remaining lenders to sign the ICA. The lenders who have not signed informed the JLF that they would do the needful.



3. Mr. Punit garg in his presentation has made the following requests to the lenders:

**a. Bank Guarantee of Rs. 390 Crore in favour of DoT for SSTL Merger with RCOM and NOC for issuance of 10% share of RCOM to SSTL**

- i. Shri Garg informed that the company had received approvals from Stock Exchanges, CCI, Shareholders, High Courts and the DoT for the demerger of SSTL's wireless operations into RCOM.
- ii. Shri Garg also informed that the DoT approval included certain Conditions Precedent which included Bank Guarantee of Rs.390.4 Crore payable to DoT from RCOM for deferred spectrum payment liability of SSTL due in March 2018 since RCOM was taking over SSTL's spectrum amongst others.
- iii. Shri Garg went on to reiterate to the lenders that there would be no outflow of cash from RCOM in this transaction.
- iv. RCOM would acquire 30 MHz of superior 800 MHz Spectrum in 8 Circles including Delhi, Gujarat, Kolkata, Karnataka, Tamil Nadu, Kerala, UP West, West Bengal whose current market value was ~Rs. 7,400 Crore and post reduction of Deferred Payment Liabilities would be that of ~Rs. 5,245 Crore.
- v. This would also enhance the Lenders security as these assets would be pledged to the Lenders.
- vi. The Company then requested the Lenders to provide a Non Fund based Bank Guarantee of Rs. 390.4 Crore to DoT as guarantee for the next instalment for SSTL's spectrum in March 2018.
- vii. The Company also requested the Lenders to provide an NOC for the merger and for issuance of 10% equity shares in RCOM to SSTL.
- viii. Shri Garg Informed that Sistema-Russia, the promoters of SSTL, had requested RCOM to close the transaction by the 20<sup>th</sup> July post which Sistema-Russia would not be able to continue operations of SSTL and will surrender their entire spectrum to DoT, shut down operations and exit the country.
- ix. Given the timelines, RCOM requested the lenders to issue the required BG of Rs 390 Crore to DoT by 12<sup>th</sup> July 2017 to enable closure of the SSTL transaction before 31<sup>st</sup> July 17 in order to close the SSTL transaction within 15 days of submission of BG.
- x. The lenders requested the analysis of the incremental cash flows expected from the spectrum proposed to be obtained from SSTL.
- xi. The lenders after deliberation suggested that the Company could raise the required BG from any lender/s by providing a preferred charge to the extent of Rs.390crs on the spectrum acquired from SSTL through the merger.

**b. LC or bridge loan for Rs. 500 Crore towards Capex expenditure for tower assets in RITL to enable asset sale to Brookfield**

- i. Shri Garg informed that one of the CPs of the transaction was to refurbish certain tower assets based on Brookfield's due diligence. This would require about 10 weeks to complete and would entail a capital expenditure of Rs. 600 Crore.
- ii. The Company hence requested the lenders to provide a bridge loan / LC for ~Rs.500 Crore to meet the capital expenditure for completion of brookfield transaction.



- iii. The lenders suggested that the Company should arrange a meeting between the Core Committee of lenders and Brookfield wherein lenders could understand Brookfield's requirements and take due course of action. Alternatively, Brookfield may consider completing the required Capex from their own source and may deduct the amount from the deal proceeds instead of RCOM raising a loan towards fulfilment conditions precedent of the deal.
- c. NOC from lenders for admission of R Com-Aircel merger scheme and scheme of sale of towers to Brookfield in NCLT.
- i. The Company informed that the admission of the scheme of merger for Aircel transaction and the scheme for sale of towers to Brookfield were both scheduled to be on 28.06.2017. However, as China Development Bank (CDB) had raised some objections, the matters were not admitted and have been scheduled to be heard on the 27.07.2017 for both the Schemes.
- ii. The Company requested the lenders to issue NOC for the admission of the Scheme(s).
- iii. The lenders responded that they did not oppose the admission of the Scheme(s). Hence, there was no requirement to issue the NOC from the lenders for the admission of the Scheme(s).
- iv. The lenders requested the Company to provide the NCLT order/transcript for the same.
- d. NOC for sale of properties, Housing Media Convergence Nodes (MCN) to Reliance JIO and use the proceeds to part pay to Ericsson over dues
- i. The Company informed that it has an outstanding liability of ~ Rs 1,125 Crore payable to Ericsson against the managed network services Ericsson provides to RCOM
- ii. RCOM informed it had to pay ~Rs 325 crore to Ericsson by end of August 2017. It further informed that any Interruption by Ericsson due to non-payment would disrupt Pan-India operations of RCOM.
- iii. RCOM proposed to sell 2 office premises, 15 properties including land, building and related assets except networking equipment like Media Convergence Node (MCN) to Reliance Jio. The total proceeds expected from this sale is ~Rs. 135 Crore which is to be used to part-pay Ericsson dues.
- iv. Company requested the lenders for the approval of the same.
- v. The lenders suggested the Company to share the Valuation report of these assets with the respective Core Committee. State Bank of India as the JLF Convener would appoint a separate valuer to value these assets and the JLF would decide on the Company's request based on these reports.
- e. Update on Business Plan of the Merged Co.

At this point of time, the CEO of M/s Aircel limited Mr. Kaizad and officials of Maxis communications Berhad (owner of Aircel) have been invited to the JLF to present proposed structure and financial model of Aircom along with RCOM officials. Mr Kaizad and Mr. Punit Garg jointly presented the following brief on the Aircom structure.



- i. Aircel and RCOM each have a subscriber market share of ~7% which is to consolidate into ~12% post-merger.
- ii. The MergedCo would position itself as a mass market player and would be the only player remaining in the industry to do so.
- iii. The MergedCo would have an Enterprise Value of ~Rs. 63,000 Crore, with Synergy NPV Benefit of approx.. Rs.2400crs per annum.
- iv. The MergedCo would have a capex light strategy and would have access to Reliance Jio's 4G network and in turn provide its own 2G/3G network to Reliance Jio on a reciprocal basis.
- v. The merged Company would be amongst the top 3 player in 9 circles.
- vi. The sustainable debt for the MergedCo has been estimated to be ~Rs. 20,000 Crore.
- vii. As RCOM is expected to transfer Rs. 14,000 Crore and Aircel is expected to have a residual debt of Rs. 14,000 Crore in the MergedCo, the lenders were requested to take an equity exposure of Rs. 8,000 Crore in the MergedCo by converting their debt into equity and take an additional exposure of Rs. 4,000 Crore in the next two years based on the business plan of the MergedCo.
- viii. The lenders inquired details like Return on Capital Employed (RoCE), details of equity infusion, amongst other details.
- ix. The Company responded that the further details would be furnished in the reports to be submitted by EY, the Lenders Market & Technical Consultant.

**f. Business plan for remaining business of RCOM post demerger of wireless business and sale of tower business.**

- i. RCOM informed that the business remaining in RCOM post demerger of wireless business and sale of tower business would have a debt of ~ Rs. 17,000 Crore.
- ii. It also informed that the current valuation of the properties it holds is estimated to be between Rs. 7,000 Crore and Rs. 10,000 Crore on a conservative basis.
- iii. The Company expects to reduce the remaining debt in RCOM by at least Rs.7,000 Crore from sale of these properties.
- iv. The remaining business is expected to have an EBITDA of ~Rs. 1,600 Crore.
- v. The Company informed that further details would be provided by EY (Lenders' Market and Technical Consultant) for the remaining business of RCOM and Its sustainability.

**g. Update on security compliances of existing loans of RCOM:**

Company updated JLF on the security compliances pending for SBI led consortium of Rs. 6,750 Crore.

- i. SBI as the lead lender in the Rs. 6,750 Crore consortium had identified 20 immovable properties for security creation to be created in 2 phases (6 in Phase 1 and 14 In Phase 2).
- ii. Timelines discussed and agreed to create mortgage for 1st Phase is 14th July, 2017 and for the 2<sup>nd</sup> Phase is 07 August 2017.
- iii. Assignment of Telecom License in Reliance Telecom Limited. RCOM informed that it had applied to DoT for signing the Tripartite agreement (TPA) between the DoT, Reliance Telecom Limited and IDBI Security Trustee (as the Lenders Agent). IDBI had given it's



approval as Lenders Agent. The Company informed that the TPA is expected to be signed within 8 weeks.

**h. Update on Board Resolution and Shareholders Resolution for SDR invocation**

- i. The Company informed that it would request its shareholders and Board in the Annual General Meeting (AGM) which is scheduled to be on or before 30.09.2017 for the invocation of SDR and related documentation. This would enable the Company to save ~Rs. 5.25 Crore.
- ii. However the lenders requested the Company to expedite the process of obtaining the requisite approvals from its Shareholders and the Board.

**i. Status of Trust & Retention Account (TRA)**

- i. The Company informed that the Draft TRA for RCOM, RTL and RITL has been shared with SBI (as the JLF Convener) by the LLC.
- ii. The lenders wanted more clarity on the security structure and waterfall of the cash flows based on the cash received/transferred from the strategic transactions.

**j. RCOM's plan to surrender 1800 MHz spectrum bought through auction**

- i. RCOM informed the lenders that to optimize its resources and reduce its existing liabilities, it has sought to surrender 0.6 MHz spectrum in the 1800 MHz band in 4 circles which was acquired through the auctions held in 2014 and 2015.
- ii. The Company sent a letter to DoT on 27th June 2017 requesting the same.
- iii. The Company is expecting the following benefits from the surrender of this spectrum:
  - Refund of Upfront payment and deferred payment installment made for the spectrum (~ Rs136 Crore)
  - Release of Financial Bank Guarantee towards annual spectrum payment of Rs. 45 Crore
  - Reduction in Deferred Spectrum liabilities by Rs.278 Crore

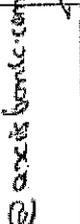
**k. Use of Proceeds from the strategic transactions**

- i. The Company informed the lenders that through its strategic transactions, it expects to reduce the debt from Rs. 39,420 Crore to Rs. 17,259 Crore
  - ii. Out of this, Rs. 14,000 is towards refinancing proposed in MergedCo and Rs. 8,161 Crore is the net proceeds expected from the Tower transactions.
  - iii. The lenders requested for further details and the Company responded that it would provide them in due course of time.
4. The lenders informed that more information should be promptly shared with the lenders and that the lenders be kept informed and updated of material happenings in the Company.
5. The meeting ended with vote-of-thanks to the chair.



ATTENDANCE SHEET

IT LENDER'S FORUM (ILF) MEETING: RELIANCE COMMUNICATIONS LTD. (RCOM), RELIANCE TELECOM LIMITED (RTL), RELIANCE INFRA TEL LTD. (RITL)  
DATE: 7th July 2017 (FRIDAY)-6:30 PM  
VENUE: MAURYA HALL, 10TH FLOOR, STATE BANK BHAVAN, STATE BANK OF INDIA, MADAM CAMA ROAD, NARIMAN POINT, MUMBAI-400021

O.	Organisation	Name of the official	Designation	Mobile No.	Email id.	Signature
		Prashant. Murkute	SUP	9820607460	prashant.murkute@axisbank.com	
	Axis Bank.	ANSHU BHARDWAJ	DVP	9967583203	anshu.bhardwaj@axisbank.com	
		L. J. ASZONG	A.C.M	9867386712	ljaszong@bankofbaroda.com	
	Bank of Baroda	Vimal Nayak	Manager	9169688469	vimal.nayak@bankofbaroda.com	

Organisation	Name of the official	Designation	Mobile No.	Email id	Signature
Bank of India	P. K. SINGHA	DGM NLSAS	9986461200	Murambaik1233@boi.org.in boi.in	
	A. Gupta	Sr. Manager	9749230863	Anv.D. Gupta2@boi.org.in	
	Sweeta S. Singh	Sr. Manager	7045360884	Sweeta.Singh@boi.org.in	
Bank of Maharashtra	P. J. Patil	AGM	9422506842	bjpatil@mahabank.co.in	
	Hema Binani	CM	9892290228	hema2_cm@mahabank.co.in	
	Mangul Sawade	Manager	9821478825	bm2@mahabank.co.in	
Canara Bank	D.K. Saxena	CM	9833352611	saxenadk@canarabank.com	
	Panchoy Banka	Sr. Mgr.	22871110	Panchoybanka@canarabank.com	
				cb1923@canarabank.com	

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	Central Bank of India					
	Corporation Bank	Mohesh K. Agrawal	C.M.	9920081395	cb043@corpbank.co.in	
		Santosh Saha	S.M.	9900468833	cb0433@corpbank.co.in	
	Dena Bank	Ram Anwar Sharma	C.M.	9619030317	ramsharma@denabank.co.in	
		Bhaskar Mohan	Manager	9867162834	pankaj@denabank.co.in celestial@denabank.co.in	



Organisation	Name of the official	Designation	Mobile No.	Email id.	Signature
	Mohit Inamdar	manager	9967716618	mohit.inamdar@kbi.co.in	
IDFC					
IFCI Ltd					



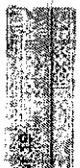
Sl. No.	Organisation	Name of the official	Designation	Mobile No.	Email Id	Signature
	IIFCL	Janglany Barambony	Manager	9910115595	janglany@iifcl.org	
	Indian Overseas Bank	SHUBHENDU K.R. VERMA	DGM	8291926142	so60625@ioib.co.in	
	LIC OF India	Suresh Parusami Manoj Singh	Dy. Sec. AO	6659862718614 9167782055	co-invrevcorp@licindia.com co-invma@licindia.com co-invma2@licindia.com	 

id.	Organisation	Name of the Official	Designation	Mobile No.	Email id.	Signature
	Oriental Bank of	Sunil Chugh	BGM	9619673546	bmo902@obc.co.in	
	Commerce					
	Punjab National	RAM KUMAR	DGM	981808886	boai7se@pnb.co.in	
	Bank	CHANDRA PRASAD	RM	998769881	Chandra.prasad@pnb.co.in	
	Reliance					
	Industries					

Organisation	Name of the official	Designation	Mobile No.	Email id	Signature
Limited					
Standard	SUNIL PRABHU	HEAD- ASAM	9167274869	sunil.prabhu@sc.com	
Chartered Bank	Saunalk Rajgind	Senior Banker	941155225	saunalk.rajgind@sc.com	
	NILESH SHAH	TEAM LEADER	8454847056	shah.nilesh@sc.com	
State Bank of	CHANDAN CHURMAL	Senior Account Manager	9821602333	Chandan.Churmal@ sc.com	
	SHALLENRA SURESHWAR	AGM RM	9004604414	am1609991@sbci.co.in	
India	Ashish Kumar Nayak	Manager	9820054029	ashish.a.n.	
	A-SYAM PRASAD	AGM	9833223909	SYAM PRASAD.ANKAZA @SBI.CO.IN	



p. Organisation	Name of the official	Designation	Mobile No.	Email id.	Signature
United Bank of India	H. S. MANIVASA CAD	AGM	9959-725775	hmgm@unitedbank.co.in	
Vijaya Bank					
Yes Bank					





o	Organisation	Name of the official	Designation	Mobile No.	Email id.	Signature
	China					
	Development					
	Bank					
		Guillaume NICOLAY	MD	+852 9829 6509	guillaume.nicolay@ca-qb.com	
	Credit Agricole	Sameer Bajawat	VP	7506 941070	sameer.bajawat@ca-cib.com	
		Rajat Agrawal	ES	9820126534	rajat.agrawal@dbx.com	
	DBS Bank	PANG NAU-LA	VP			

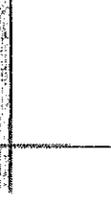
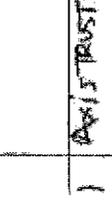


Organisation	Name of the official	Designation	Mobile No.	Email Id.	Signature
Export Import					
Bank of China					
GCX-					
Bondholders					
HSBC, France					

o. Organisation	Name of the official	Designation	Mobile No.	Email id.	Signature
Industrial and	Pravin Kumar	MD, TCS	9820349245		
Commercial	Johny John	SVP	9820349245		
Bank of China					
SCB Trustee					
Bond					



No.	Organisation	Name of the official	Designation	Mobile No.	Email id.	Signature
1)	VTB Capital PLC					
		Supratim Sarkar	EVP	9867557338	supratim.sarkar@sticaps.com	[Signature]
		Suchashmit Ghosh	SVP			
	Sbi Capital	Santosh Sankarshan	VP			
	Market Ltd.	Sameer Shah	AVP	9004495569	sameer.shah@sbicaps.com	[Signature]
		Jashan Mohite	AVP	9004495554		[Signature]
		Jashwanth Goshal	Manager	887997167		[Signature]

No.	Organisation	Name of the official	Designation	Mobile No.	Email id.	Signature
		D. VISWANATH		9322595411	d.viswanath@relianceada.com	
		S. Bhatnagar		9498232892	s.bhatnagar@relianceada.com	
	Reliance	Hensit Suresh				
	Communications	Suresh Purohit		9322209992	relianceada@relianceada.com	
		Sandeep Khandey		9022988447	Sandeep.Khandey@relianceada.com	
		Shruti Vaidya		9321525150	shruti.vaidya@relianceada.com	
	AXIS TRUSTEE SERVICE	Indraprakash Ban	DGM	9967042518	Indraprakash.ban@axis-trustee.com	
	Axis Trustee Services Ltd.	Ankit Singhal	Senior Manager	9819351194	ankit.singhal@axis-trustee.com	

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Sl. No.	Organisation	Name of the official	Designation	Mobile No.	Email id.	Signature
1)	Jaguar Associates (LLP)	Sounmita Majumdar, Anshuman Bhatta Vijay Bhatte	Partner Associate Associate	98218 788744	sounmita.majumdar@jaguar.com	
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