

**Reliance Communications Ltd.+ Reliance Infratel Ltd.+ Reliance Telecom Ltd.**  
**Reconciliation of assumptions and numbers vis'a'vis MRP dated 08.09.2018**  
**Minutes of Meeting held at SBI, SARG at 3: 00 PM on 19.09.2018**

Attendees:

Company side	SBI	SBI Caps
Mr. D. Viswanath	Mr. Rajesh Sheth	Mr. Santosh Sankardasan
Mr. Sandeep Pandey	Mr. Ashish Nayak	Mr. Aiyush Kumar
Mr. Divya Maheshwari	Mr. Soumya Kanti Bag	Mr. Swapnil Kulkarni
Mr. Gautam Jena		

With reference to captioned subject, following points were discussed with outcomes thereof:

Points discussed	Outcome
<p>Escrow:            Inclusion of share of priority lenders attributable to Holdback, Spectrum and real estate in Escrow, which is leading difference of ~Rs.850 Crore between MRP and SBI/SBICAPS computation.</p>	<p>SBICAPS approach is more conservative and considers Escrow at stage-wise basis, whereas company's approach considers amount of Escrow proceeds at the end of all monetisation.</p> <p>Company to internally discuss and consider building amount from proceeds from Spectrum and Real Estate (~Rs.754 Crore) attributable to Priority lenders in ESCROW.</p> <p>So far as adding holdback from MCN, Tower and Fibre to escrow is concerned, Company to revert. Company's stand in this regard is that same may be considered as per MRP computations as change on this account is merely ~Rs.100 cr against proceeds of MCN, Tower and Fiber for which Asset Transfer is already frozen and for which 90% of funds will be received by lenders by 29th September 2018.</p>
<p>Invoked BG amount of Rs.774 Crore.</p> <p>As per MRP dated 8.9.2018, Co has taken total FB o/s Rs.37904 Cr (incl RCOM Bonds). However, SBICAPS while preparing Distribution sheet has taken FB advances @Rs.37251 Cr as Rs.774 Cr was adjusted from</p>	<p>SBI/SBICAPS does not consider invoked BG amount Rs.774 Cr in FB outstanding as well as proceeds as same has already been appropriated.</p> <p>Company's treats this amount under outstanding and knocks it off in stage 1</p>

MCN sale proceeds.			<p>payment.</p> <p>Though both approaches use similar treatment, under Company's approach proceeds as well as FB outstanding is inflated by Rs.774 Crore.</p> <p>Company advised to adopt SBI/SBICAPS treatment, as with Company's approach OTS date may be considered as 10th August 2018 and 3 months period for OTS may be construed from that date. Company will revert in due course.</p>
Total FB Debt	37904	Page 2 of MRP	
Add	120	Amount appropriated by Banks (136-16 = 120 Cr), Rs. 16 Cr appropriated by Syndicate Bank post 30.06.2018	
Sub-total	38024		
Less	774	BG invoked	
Total	37250		
SBI wanted 5% of the OTS amount upfront cash payment along with application and additional 10% at the time of conveying sanction			Company to internally discuss and revert.
Allocation of excess Spectrum proceeds to the tune of Rs.142 crores to NFB lenders on account of contiguity issue to avoid issuance of CRPS against NFB. SBI/SBICAPS considers distribution of spectrum proceeds other than contiguity matters on flat pro-rata basis.			Company to revert.
SBI unapplied interest to be reconciled As per MRP : Rs.595 Cr. (till 27th August, 2018) As per SBI computation : Rs.786.97 Cr. (till 10th September, 2018 including penal interest)			Company to revert.
Company to clarify on issuance of Equity/CRPS to foreign lenders			Company to revert.
SBI requested for latest Asset and Liability statement in Affidavit format of Shri Anil Ambani towards his PG			Company to revert.
FB o/s of domestic lenders	19025.32		
Add	774	MCN sale proceeds	

		adjusted with FB post 30.6.2018	
Add	20	Adjusted in Chinese share in SBI computation	
Total	19819.32		
CRPS-2 amounting to Rs.2415 Cr will be issued for a period of 20 yrs. CRPS-2 is to be issued to lenders (excluding CDB & RCOM Bondholders) and pertains to SSTL contiguity matter of Rs.4181 Cr			The contiguity matter is expected to be resolved within 1 yr. Company to revert why tenor of 20 yrs is required.
Co has indicated issuance of CRPS to lenders other than CDB & RCOM Bondholders.			Co to clarify as to why CRPS and Equity cannot be issued to CDB & RCOM Bondholders in line with other lenders. This will result in appropriation of DAKC land to the common pool of lenders.
Spectrum Contiguity			Co to provide monthly working for spectrum contiguity charges till December 2018
Issuance of Equity to be reconciled after taking into account adjustments as per point No.1 :			
	MRP	SBI/SBICAPS	
CRPS-2 : Spectrum contiguity	2415	2415	
Chinese Lenders Debt	7940	8001	
RCOM Bonds	1192	1201	
Share of RCOM Bond and Chinese in Spectrum Contiguity	1766	1766	
Total	13313	13383	
Treatment of invoked BG : MRP page No.6 point 5 e) NFB lender will have no other recourse other than proceeds from pool.			This is contrary to discussion in meeting dated 5th September 2018, wherein it was decided that in case NFB is invoked in interim, same will be treated at par with FB i.e. appropriation of

	Asset monetization proceeds and balance by way of Equity.
	SEBI ICDR regulation circular to be provided by the company
	Co to provide statutory auditor certificate for promoter loan of Rs7976 cr (principal & interest to be certified separately) and overdue and unpaid interest of Rs1021 cr
	Co to provide detailed term sheet of CRPS-1 & CRPS-2 and equity shares
	Co to provide latest updates on the Statutory Auditor comments on treatment of expenses

**Request the Company to revert on the pending issues so as to enable us finalize the AMDA at the earliest.**