

**Minutes of the proceedings of the meeting of the Board of Directors of Reliance Communications Limited held on Friday, the 2<sup>nd</sup> May, 2014 at 2.00 p.m. at Board Room, 3<sup>rd</sup> Floor, Reliance Centre, Walchand Hirachand Marg, Ballard Estate, Mumbai – 400 001.**

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**Directors Present**

Shri Anil D. Ambani	-	Chairman
Prof. J. Ramachandran	-	Director
Shri A. K. Purwar	-	Director
Shri R. N. Bhardwaj	-	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 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 7<sup>th</sup> February 2014.**

Minutes of the proceedings of the meeting of the Board of Directors of the Company, held on 7<sup>th</sup> February, 2014, 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 meetings of the Audit Committee of the Board of Directors of the Company held on 7<sup>th</sup> February, 2014 and 12<sup>th</sup> April, 2014.**

Minutes of the proceedings of the meetings of the Audit Committee of the Board of Directors of the Company held on 7<sup>th</sup> February, 2014 and 12<sup>th</sup> April, 2014, 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 Shareholders / Investors Grievance Committee of the Board of Directors of the Company held on 7<sup>th</sup> February 2014.**

Minutes of proceedings of meeting of the Shareholders/ Investors Grievance Committee of the Board of Directors of the Company held on 7<sup>th</sup> February, 2014, circulated to the Directors and placed before the meeting was noted by the Board.
- 5. To peruse the Minutes of the proceedings of meetings of the Board of Directors of subsidiaries of the Company.**

Minutes of proceedings of meetings of the Board of Directors held during the quarter ended 31<sup>st</sup> March, 2014 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 for the quarter ended 31<sup>st</sup> March, 2014 was also placed before the Board. The Board noted that there was no significant transaction or arrangement as per Clause 49 of the Listing Agreement with the material Indian unlisted subsidiary i.e. Reliance Infratel Limited for the immediately preceding accounting year. The Board perused the information on the material transactions involving subsidiary

companies and related parties particularly Investments made by them and noted the same.

**6. To note the Audit Certificate of reconciliation of Capital of the Company upto 31<sup>st</sup> March, 2014.**

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 31<sup>st</sup> March, 2014 issued by M/s. Haribhakti & Co., Chartered Accountant was perused and noted.

**7. 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 31<sup>st</sup> March, 2014.**

The statement showing the Foreign Exchange Forward Contracts, Derivatives Contracts and Cash flow on forward and Derivatives Foreign Exchange contracts carried out by the Company in respect of Exchange Rate Risk and Liability as on 31<sup>st</sup> March, 2014 was placed before the Board.

The Board was informed that the transactions during the quarter ended 31<sup>st</sup> March, 2014, had resulted in net outflow of Rs. 8.14 crore.

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 31<sup>st</sup> March, 2014, 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 Sandeep Garg, 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.”

**8. To note disclosure received from the Directors.**

**(a) Disclosure of interest under Section 299 and Section 307 of the Companies Act, 1956.**

The general notice of disclosure of interest, pursuant to provisions of Section 299 of the Companies Act, 1956 in prescribed form and their shareholding under Section 307 of the Companies Act, 1956, received from Shri Anil D. Ambani, Chairman, Prof. J. Ramachandran, Shri Deepak Shourie Shri A. K. Purwar and Shri R. N. Bhardwaj, Directors of the Company, were read at the meeting and noted by the Board. The Chairman directed the Company Secretary to record the same in the appropriate register(s).

**(b) To note disclosure received from the Directors.**

"RESOLVED THAT pursuant to Section 184(1) of the Companies Act, 2013, the general disclosure of interest and Shareholding received from Directors of the Company for the financial year 2014-15 as placed before the Board and be and are hereby noted.

FURTHER RESOLVED THAT Shri Prakash Shenoy, Company Secretary and Manager of the Company be and is hereby authorised to make necessary entry of the said disclosures in the appropriate register of the Company".

**(c) Disclosures in compliance of Section 274(1)(g) of the Companies Act, 1956 and Declaration of Independence by the Independent Directors.**

The declarations received from all the Directors of the Company confirming compliance with conditions of Section 274(1)(g) of the Companies Act, 1956 as placed before the meeting were noted by the Board. The Board was also informed that none of the Directors of the Company was disqualified in terms of Section 274(1)(g) of the Companies Act, 1956.

Also all the independent directors of the Company furnished a declaration that they qualify the conditions of their being independent. All such declarations were placed before the Board and noted.

**(d) Disclosures under Section 189 of the Companies Act, 2013.**

Disclosure under Section 189 of the Companies Act, 2013 received from the Directors for the changes in his directorship in other body corporate as placed before the meeting were noted by the Board and directed the Company Secretary to record the same in the appropriate register(s).

**9. 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 31<sup>st</sup> March, 2014 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.

**10. To approve audit fees for the year ended 31<sup>st</sup> March, 2014.**

The Board was informed that at the 9<sup>th</sup> Annual General Meeting of the members of the Company held on 27<sup>th</sup> August 2013, the shareholders of the Company had appointed M/s. Chaturvedi & Shah, Chartered Accountants and M/s. BSR & Co.LLP, Chartered Accountants as Joint Auditors to conduct statutory audit of the Company for the financial year 2013-2014. The shareholders had conferred powers on the Board of Directors to fix the remuneration payable to the auditors. Further, at the Board meetings held on 1<sup>st</sup> August 2013 and 12<sup>th</sup> November 2013, the Board of Directors had approved payment of fees of Rs.50,00,000 (Rupees fifty lac only) for the quarter ended 30<sup>th</sup> June 2013, 30<sup>th</sup> September, 2013 and 31<sup>st</sup> December, 2013 to each of the Auditors of the Company, i.e. M/s. Chaturvedi & Shah, Chartered Accountants and M/s. BSR & Co.LLP, Chartered Accountants, towards part Audit fees for issuing the quarterly Limited Review Report and decided that the audit fees for the financial year ended 31<sup>st</sup> March, 2014 would be decided later on. The Board was further informed that in the previous year 2012-13, the Company had paid Rs. 3.10 crore each to M/s. Chaturvedi & Shah, Chartered Accountants and M/s. BSR & Co.LLP, Chartered Accountants, the Auditors of the Company, towards audit fees for the financial year ended 31<sup>st</sup> March, 2013, exclusive of service tax, travelling and other out of pocket expenses.

The Board was further informed that the Audit Committee at its meeting held on earlier today has recommended to pay remuneration of Rs.3.10 crore each to M/s. Chaturvedi & Shah, Chartered Accountants and M/s. BSR & Co.LLP,

Chartered Accountants, including the fees already paid for quarterly reviews but, exclusive of service tax applicable thereon, travelling and other out of pocket expenses, for conducting audit of accounts of the Company for the financial year ended 31<sup>st</sup> March, 2014.

The Board of Directors discussed the matter and passed the following resolution.

"RESOLVED THAT as recommended by the Audit Committee at its meeting held on 2<sup>nd</sup> May, 2014, M/s. Chaturvedi & Shah, Chartered Accountants and M/s. BSR & Co.LLP, Chartered Accountants, the joint auditors of the Company, be paid fees of Rs. 3.10 crore (Rupees Three Crore Ten Lac only) each, exclusive of certification services, Service tax, travelling and other out of pocket expenses, towards fees for statutory audit of accounts of the Company for the financial year ended 31<sup>st</sup> March 2014, inclusive of fees already paid.

RESOLVED FURTHER THAT Shri Prakash Shenoy, Company Secretary and Shri Manikantan Iyer, Chief Financial Officer of the Company, be and are hereby severally authorised to do all such acts and things necessary in the matter."

**11. To consider and review Revenue and Capital Budget of the Company for the financial year 2014-15.**

The executive summary and the statements of following budget for the financial year 2014-15 were laid before the Board for approval.

1. Performance Budget for the Revenue and Operational expenditure of various businesses of the Company;
2. Capital Expenditure Budget for ongoing projects and expansion plans.

The Board was informed that the Audit Committee had reviewed the said budget at its meeting held on 2<sup>nd</sup> May, 2014.

The Board noted the revenue targets as well as EBITDA projections for both India and Global Operations.

The Board after discussions on the various key parameters noted the budgets.

**12. To consider re-appointment of Cost Auditor for the financial year 2013-14.**

The Board was informed that the Ministry of Corporate Affairs, Cost audit Branch vide its Order dated 2<sup>nd</sup> May 2011 had made it compulsory to audit Cost records of telecommunications companies by Cost Auditor from financial year commencing from 1st April 2011. The Board was further informed that it is applicable to all telecom companies whose aggregate value of Net worth as on last date of immediately preceding financial year exceeds Rs. 5 crore or turnover exceeds Rs. 20 crore or company's equity or debt are listed on any stock exchange.

The Board was further informed that, in compliance with the aforesaid Order of the MCA, the Company had appointed M/s. V. J. Talati & Company, Cost Accountants as the Cost Auditor of the Company for the year 2013-14 on an annual fee of Rs. 2.50 lac plus applicable service tax, in addition to reimbursement of traveling and other out-of-pocket expenses incurred incidental to their functions.

The Board was further informed that the Company has received consent letter from M/s. V. J. Talati & Company, Cost Accountants to the effect that their appointment, if made, for the financial year 2014-15 would be within the prescribed limits under Section 139 and Section 141 of the Companies Act, 2013.

The Audit Committee had considered the matter for re-appointment of Cost Auditors at its meeting held on 2<sup>nd</sup> May, 2014 and recommended for re-appointment of M/s. V.J.Talati & Company as the Cost Auditors of the Company for the financial year 2014-15.

The Board discussed the matter and after detail deliberation, passed the following resolution:

"RESOLVED THAT as recommended by the Audit Committee at its meeting held on 2<sup>nd</sup> May, 2014 and pursuant to the provisions of Section 148 and other applicable provisions /rules made there under, if any, of the Companies Act, 2013 and subject to ratification of the audit fee by the shareholders, M/s. V. J. Talati & Company, Cost Accountants, be and is hereby appointed as the Cost Auditor of the Company to conduct cost Audit for the Financial Year 2014-15 on annual fee of Rs. 2.50 lakh plus applicable service tax, in addition to reimbursement of traveling and other out-of-pocket expenses incurred incidental to their functions.

RESOLVED FURTHER THAT Shri Prakash Shenoy, Company Secretary and Shri Manikantan Iyer, Chief Financial Officer of the Company, be and are hereby severally authorised to do all such acts and things necessary in the matter."

**13. To comply with conditions stipulated as per MCA Circular for exemption under Section 212 of the Companies Act, 1956 in respect of matters relating to the Subsidiaries of the Company.**

The Board was informed that the Ministry of Corporate Affairs, Government of India vide its General Circular no. 2 and 3 dated February 8, 2011 and February 21, 2011 respectively, has granted general exemption from compliance with Section 212 of the Companies Act, 1956, subject to fulfilment of the following conditions stipulated in the circular as follows:

1. The Board of Directors of the Company has by resolution given consent for not attaching the balance sheet of the subsidiary concerned;
2. The company shall present in the annual report, the consolidated financial statements of holding company and all subsidiaries duly audited by its statutory auditors;
3. The consolidated financial statement shall be prepared in strict compliance with applicable Accounting Standards and, where applicable, Listing Agreement as prescribed by the Securities and Exchange Board of India;
4. The company shall disclose in the consolidated balance sheet the following information in aggregate for each subsidiary including subsidiaries of subsidiaries:- (a) capital (b) reserves (c) total assets (d) total liabilities (e) details of investment (except in case of investment in the subsidiaries) (f) turnover (g) profit before taxation (h) provision for taxation (i) profit after taxation (j) proposed dividend;

5. The holding company shall undertake in its annual report that annual accounts of the subsidiary companies and the related detailed information shall be made available to shareholders of the holding and subsidiary companies seeking such information at any point of time. The annual accounts of the subsidiary companies shall also be kept for inspection by any shareholders in the head office of the holding company and of the subsidiary companies concerned and a note to the above effect will be included in the annual report of the holding company. The holding company shall furnish a hard copy of details of accounts of subsidiaries to any shareholder on demand;
6. The holding as well as subsidiary companies in question shall regularly file such data to the various regulatory and Government authorities as may be required by them;
7. The company shall give Indian rupee equivalent of the figures given in foreign currency appearing in the accounts of the subsidiary companies along with exchange rate as on closing day of the financial year.

The Board was further informed that the Company has satisfied the conditions stipulated in the circulars for the year 2013-14 and would like to avail the exemption as per said circulars for the year 2013-14.

The Board considered the matter and passed the following resolution.

"RESOLVED THAT pursuant to the provisions of Section 212(8) of the Companies Act, 1956, and General Circular no. 2 and 3 dated February 8, 2011 and February 21, 2011 respectively issued by the Ministry of Corporate Affairs, Government of India, approval of the Board be and is hereby given to comply with the conditions stipulated in the said circulars in respect of subsidiary companies for the financial year 2013-14.

RESOLVED FURTHER THAT Shri Prakash Shenoy, Company Secretary and Manager and Shri Manikantan Iyer, Chief Financial Officer of the Company be and are hereby severally authorised to do everything necessary and incidental in this regard."

**14. To consider and approve standalone and consolidated audited Financial Results for the year ended 31<sup>st</sup> March, 2014 under Clause 41 of the Listing Agreement.**

The Board was informed that In terms of Clause 41 of the Listing Agreement of the Stock Exchanges, the Company is required to approve and submit the Standalone and Consolidated Financial Results for the quarter and year to date to the Stock Exchanges within 45 days from the end of each quarter, other than the last quarter. In respect of last quarter, the Company has an option either to submit unaudited financial results for the quarter within 45 days from the end of the financial year or to submit audited financial results for the entire financial year within 60 days from the end of the financial year. In case the Company opts to submit unaudited financial results for the last quarter, it shall also need to submit audited financial results for the entire financial year within 60 days from the end of the financial year.

The Board was further informed that in terms of Clause 41 of the Listing Agreement of the Stock Exchanges, the Company was required to approve and submit the Standalone and Consolidated audited Financial Results for the year ended 31<sup>st</sup> March, 2014, to the BSE Limited and the National Stock Exchange of

India Limited and publish the same in newspapers within 48 hours after the approval of the Board.

The Standalone and Consolidated audited Financial Results duly reviewed by the Audit Committee at their meeting held on 2<sup>nd</sup> May, 2014 were placed before the Board. The Board was informed that the audited consolidated financial Results were in respect of the Company and all its subsidiaries / controlled companies and had been prepared in accordance with the requirements of the Accounting Standards prescribed under Companies (Accounting Standards) Rules, 2006.

Shri A. K. Purwar, Chairman of Audit Committee meeting informed that the audited Standalone Financial Results and the audited Consolidated Financial Results for the year ended 31<sup>st</sup> March, 2014 were duly considered and reviewed by the Audit Committee at its meeting held earlier in the day and the Audit Committee had recommended the Board to approve the same.

Detailed Presentation of the businesses of the Company highlighting the performance of the Company for the year ended 31<sup>st</sup> March, 2014 was made to the Board.

The brief highlights of consolidated financial performance of the Company for the year ended 31<sup>st</sup> March, 2014 were as follows:

- Revenue at Rs. 22,321 crore, up by 2.5% compare to last year,
- EBITDA at Rs.7,726 crore up by 7.9% compare to last year,
- Net Profit of Rs. 1,047 crore up by 55.8% compare to last year.

A certificate from Shri Prakash Shenoy, Company Secretary, Manager and Chief Executive Officer and Shri Manikantan Iyer, Chief Financial Officer of the Company, stating that the above Audited financial results of the Company 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 the table for confirmation of the Board.

The Board was informed that the Company has opted to publish consolidated financial results for the year 2013-14 in the newspapers. The Board was further informed that in terms of Clause 41(VI)(b)(i) of the Listing Agreement, the Company need to opt option for the financial year 2014-15 and intimate to the Stock Exchange before 30<sup>th</sup> June, 2014. The Board discussed the matter and decided to publish consolidated financial result in the newspapers for all quarters during the financial year 2014-15.

Shri Manikantan Iyer, Chief Financial Officer placed a Management Representation letter dated 2<sup>nd</sup> May, 2014 to be given to the Auditors for the year ended 31<sup>st</sup> March, 2014. He further stated that the Audit Committee has recommended the Management Representation letter for approval and issuance to the Auditors under the signature of any of Shri Manikantan Iyer, Chief Financial Officer or Shri Prakash Shenoy, Company Secretary and Manager. 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) Audited Standalone Financial Results of the Company.**

“RESOLVED THAT pursuant to Clause 41 of the Listing Agreement with the Stock Exchanges, the Audited Standalone Financial Results of the Company for the year ended 31<sup>st</sup> March, 2014, as per the statement placed before the meeting and as reviewed by the Audit Committee at their meeting held on 2<sup>nd</sup> May, 2014 and as certified by Shri Prakash Shenoy, Company Secretary, Manager and Chief Executive Officer and Shri Manikantan Iyer, Chief Financial Officer of the Company 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 Shri Prakash Shenoy, Company Secretary and Manager be and is hereby authorised to submit the said financial results to the Stock Exchanges and do everything necessary and incidental in this regard.”

**(b) Audited Consolidated Audited Financial Results.**

“RESOLVED THAT pursuant to Clause 41 of the Listing Agreement with the Stock Exchanges, the Audited Consolidated Financial Results of the Company for the year ended 31<sup>st</sup> March, 2014, as per the statement placed before the meeting and as reviewed by the Audit Committee at their meeting held on 2<sup>nd</sup> May, 2014, 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 Shri Prakash Shenoy, Company Secretary and Manager be and is hereby authorised to submit the said financial results to the Stock Exchanges, publish the same in the newspapers and do everything necessary and incidental in this regard.”

**15. To consider, approve and sign the (a) Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit and Loss of the Company for the year ended on that date, notes to account and various Schedules annexed thereto, Cash Flow Statement, (b) Consolidated financial statements, and (c) Abridged Balance Sheet, Statement of Profit and Loss, abridged consolidated financial statements for the year ended 31<sup>st</sup> March, 2014.**

The Standalone and Consolidated Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit and Loss of the Company for the financial year ended on that date, various Schedules annexed thereto and the Cash Flow Statement for the financial year ended 31<sup>st</sup> March, 2014 as reviewed by the Audit Committee at its meeting held on 2<sup>nd</sup> May, 2014 were placed before the meeting. The recommendations made by the Audit Committee were also placed before the meeting.

The statements giving the details of following items were also placed before the Board:

- a. Additions to Fixed Assets during the year
- b. Deductions (including transfer/sales/discard) of Fixed Assets during the year
- c. Borrowing(s) including refinancing of facilities availed during the year
- d. Reimbursement of travelling expenses to Directors; if any
- e. Provision for gratuity etc
- f. Provision for doubtful debts/advances and bad debts written off
- g. Transfers to/from different reserves account
- h. Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2014
- i. Consolidated financial statements
- j. Provision for income tax, if any

- k. Related Party Transactions
- l. Write off
- m. Revaluation of any assets, if any.
- n. Extraordinary items, if any
- o. Impairment of any assets
- p. Forex fluctuations effects
- q. Derivatives and hedging

The Board discussed the significant accounting policies and the treatment given to various items of transactions comprised in making of financial statements. Shri Manikantan Iyer, Chief Financial Officer of the Company informed the Board that applicable accounting standards had been followed in preparation of the financial statements on the principle of going concern. He also informed that the relevant accounting policies have been consistently applied and there are no material departures and such financial statements give true and fair view of the state of affairs for the year under review.

The Board was also informed that adequate provisions have been made for the known liabilities and provided for contingencies, where necessary.

The Board discussed the internal control systems and measures taken by the Company to further strengthen the same.

The Board was further informed that the Securities and Exchange Board of India vide its Circular SEBI/CFD/DIL/LA/2/2007/26/4 dated 26<sup>th</sup> April, 2007, permitted the listed companies to send the Annual Reports to shareholders in an abridged form to enable companies to save on costs. The abridged financial statements made in terms of the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956 and in the form prescribed under rule 7A of the Companies (Central Government's) General Rules and Forms, were placed before the meeting.

The Board was also informed that as per General Circular No. 08/2014 dated 4<sup>th</sup> April, 2014 issued by the Ministry of Corporate Affairs, Government of India, the financial statements (and documents required to be attached thereto), Auditor's Report and Board's report in respect of financial years that commenced earlier than 1<sup>st</sup> April, 2014 shall be governed by the relevant provisions/Schedules/rules of the Companies Act. 1956.

The Board of Directors after discussions on the financial statements unanimously passed the following resolutions:

- (a) Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit and Loss of the Company for the financial year ended on that date, various Schedules annexed thereto and Cash Flow Statement for the financial year ended 31<sup>st</sup> March, 2014.**

“RESOLVED THAT the Balance Sheet as at 31<sup>st</sup> March, 2014, Statement of Profit and Loss for the financial year ended on that date together with the Notes and Schedules forming part thereof, the Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2014, draft of which were tabled at the meeting and as reviewed and recommended by the Audit Committee at their meeting held on 2<sup>nd</sup> May, 2014, be and are hereby approved and be signed by the Directors on behalf of the Board of Directors in accordance with provisions contained in Section 215 of the Companies Act, 1956.

RESOLVED FURTHER that, due to requirements of funds to the Company, not to recommend any dividend on equity shares for the year under review.

RESOLVED FURTHER THAT an amount of Rs.385 crore (Rupees Three Eighty Five crore only) be drawn from General Reserve towards loss on account of Depreciation on account of change in exchange rate and Rs.155 crore (One Hundred Fifty Five crore only) be drawn from General Reserve towards net loss on settlement of items recovered and / or discharged in foreign currency and Rs.440 crore (Four Hundred Forty crore only) be drawn from General Reserve towards amortisation of Foreign Currency Monetary Item Difference Account (FCMITDA) pursuant to Scheme of Arrangements as approved by the Hon'ble High Courts under various Schemes of Arrangements.

RESOLVED FURTHER THAT Rs.171 crore be transferred to Debenture Redemption Reserve of the Company.

RESOLVED FURTHER THAT any of Shri Prakash Shenoy, Company Secretary and Manager and Shri Manikantan Iyer, Chief Financial Officer, of the Company be and are hereby severally authorised to forward duly authenticated Balance Sheet as at 31<sup>st</sup> March, 2014, Statement of Profit and Loss for the financial year ended on that date together with the Notes and Schedules forming part thereof, the Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2014 to the Statutory Auditors for their report thereon.”

**(b) Consolidated Balance Sheet as at 31st March, 2014 the Consolidated Statement of Profit and Loss of the Company for the financial year ended on that date, various Schedules annexed thereto and Cash Flow Statement for the financial year ended 31<sup>st</sup> March, 2014.**

“RESOLVED THAT the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2014, Consolidated Statement of Profit and Loss for the financial year ended on that date together with the Notes and Schedules forming part thereof, draft of which are tabled at the meeting and as reviewed and recommended by the Audit Committee at their meeting held on 2<sup>nd</sup> May, 2014, be and are hereby approved and be signed on behalf of the Board of Directors in accordance with the provisions contained in Section 215 of the Companies Act, 1956.

RESOLVED FURTHER THAT any of Shri Prakash Shenoy, Company Secretary and Manager and Shri Manikantan Iyer, Chief Financial Officer, be and are hereby severally authorised to forward duly authenticated Consolidated Balance Sheet as at 31<sup>st</sup> March, 2014, Consolidated Statement of Profit and Loss for the financial year ended on that date together with the Notes and Schedules forming part thereof, the Consolidated Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2014 to the Statutory Auditors for their Report thereon.”

**(c) Abridged Balance Sheet and Statement of Profit & Loss and Abridged consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2014.**

**(i) Abridged Financial Statements for the year ended 31<sup>st</sup> March, 2014.**

“RESOLVED THAT the Abridged Balance Sheet as at 31<sup>st</sup> March, 2014, Abridged Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2014 and the Abridged Cash Flow Statement for the year ended 31<sup>st</sup> March, 2014 including the notes/ schedules, draft of which are tabled at the meeting and as reviewed and recommended by the Audit Committee at their meeting held on 2<sup>nd</sup> May, 2014 be and are hereby approved and be signed on behalf of the Board of Directors in accordance with the provisions contained in Section 215 of the Companies Act, 1956.

RESOLVED FURTHER THAT any of Shri Prakash Shenoy, Company Secretary and Manager and Shri Manikantan Iyer, Chief Financial Officer, be and are hereby severally authorised to forward the duly authenticated Balance Sheet as at 31<sup>st</sup> March, 2014, Statement of Profit and Loss for the financial year ended on that date together with the Notes and Schedules forming part thereof, the Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2014 to the Statutory Auditors for their report thereon.

RESOLVED FURTHER THAT subject to the provisions/stipulations contained in Clause 32 of the Listing Agreement with the Stock Exchanges and in accordance with the provisions of sub-clause (iv) of clause (b) of the proviso to sub-section (1) of Section 219 of the Companies Act, 1956, the Abridged Balance Sheet and Abridged Statement of Profit and Loss and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2014 and the Abridged Financial Statements be sent to the shareholders of the company, in lieu of the complete financial statements.”

**(ii) Abridged Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2014.**

“RESOLVED THAT the Abridged Consolidated Balance Sheet as at 31<sup>st</sup> March, 2014, Abridged Consolidated Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2014 and the Abridged Cash Flow Statement for the year ended 31<sup>st</sup> March, 2014 including the Abridged Consolidated Financial Statements, draft of which are tabled at the meeting and as reviewed and recommended by the Audit Committee at their meeting held on 2<sup>nd</sup> May, 2014 be and are hereby approved and be signed on behalf of the Board of Directors in accordance with the provisions contained in Section 215 of the Companies Act, 1956.

RESOLVED FURTHER THAT any of Shri Prakash Shenoy, Company Secretary and Manager and Shri Manikantan Iyer, Chief Financial Officer be and are hereby severally authorised to forward the duly authenticated Abridged Consolidated Balance Sheet as at 31<sup>st</sup> March, 2014, abridged Consolidated Statement of Profit and Loss for the financial year ended on that date together with the Notes and Schedules forming part thereof, the Abridged Consolidated Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2014, to the Statutory Auditors for their report thereon.

RESOLVED FURTHER THAT subject to the provisions/stipulations contained in Clause 32 of the Listing Agreement with the Stock Exchanges and in accordance with the provisions of sub-clause (iv) of clause (b) of the proviso to sub-section (1) of Section 219 of the Companies Act, 1956, the Abridged Consolidated Balance Sheet and Abridged Consolidated Statement of Profit and Loss and Abridged Consolidated Cash Flow Statement for the year ended 31<sup>st</sup> March, 2014 and the Abridged Consolidated Financial Statements be sent to the shareholders of the Company, in lieu of the complete financial statements.”

**16. To approve the statement pursuant to Section 212 of the Companies Act, 1956, relating to the Company's interest in its subsidiaries as on 31<sup>st</sup> March, 2014.**

The Board was informed that as per Section 212 of the Companies Act, 1956, Company was required to annex, copy of balance sheet, Statement of profit and loss, report of board of directors and the report of the auditors etc. of subsidiaries, along with its annual accounts. The Board was further informed that as per Section 212(1)(e) of the Companies Act, 1956, the Company was

required to attach a statement of the holding company's interest in the subsidiary with the balance sheet of the Company.

The Board was further informed that as per Ministry of Corporate Affairs Circular No.02/2011 dated 8<sup>th</sup> February, 2011, the Company need to attach a Statement showing prescribed details of its subsidiaries along with the annual report of the holding company and exempted from attaching the subsidiaries' accounts.

A Statement relating to the Company's interest in its subsidiaries as on 31<sup>st</sup> March, 2014 was placed before the meeting.

The Board discussed the matter and passed the following resolution:

“RESOLVED THAT the Statement relating to the Company's interest in its subsidiaries as on 31<sup>st</sup> March, 2014, prepared under the provisions of Section 212 of the Companies Act, 1956, as per the draft placed before the meeting, be and is hereby approved.”

**17. To note CEO and CFO certification.**

A certificate dated 2<sup>nd</sup> May, 2014 signed by Shri Prakash Shenoy, Chief Executive Officer and Shri Manikantan Iyer, Chief Financial Officer in the matter of reviewing audited financial statements for the year ended 31<sup>st</sup> March, 2014 as per requirement of Clause 49 of the Listing Agreement, was placed before the Board.

The Board of Directors took note of the same.

**18. To take on record affirmation made by the Senior Management Personnel of the Company.**

The Board was informed that the Board of Directors of the Company at their meeting held on 8<sup>th</sup> February, 2006 had approved “Reliance Group – Corporate Governance Policies and Code of Conduct” for the Directors and senior management of the Company in conformity with Clause 49(1)(D) of the Listing Agreement executed with the Stock Exchanges. The Board was further informed that as required under Clause 49(1)(D) of the Listing Agreement, all the Board members and senior management personnel of the Company shall affirm compliance with the said code on an annual basis. The Annual Report of the Company for the year ended 31<sup>st</sup> March, 2014 shall contain a declaration to this effect signed by the Chief Executive Officer of the Company.

**Explanation:** For this purpose, the term “senior management” shall mean personnel of the Company, who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

A statement based on affirmation made by the Senior Management Personnel of the Company was placed before the Board for noting.

The Board took the note of the same.

**19. To ratify the appointment of Shri Vinod Sawhny as Chief Executive Officer of the Company.**

The Board was informed that the Company has appointed Shri Vinod Sawhny as Chief Executive Officer of the Company w.e.f: 10<sup>th</sup> February, 2014. Shri Sawhny is an alumnus of BITS, Pilani and XLRI, Jamshedpur. Shri Sawhny brings with

him over 30 years of well-rounded experience in establishing and building diverse businesses, including telecommunications, retail and consumer durables. Prior to joining the Company, Shri Sawhny had worked with Bharti Group for more than 10 years in various roles, including inter alia as Member of the Bharti Airtel Management Board, Joint President, Airtel Enterprises, Executive Director and CEO, Airtel Mobility, and President and Chief Operating Officer of Bharti Retail.

The Board was further informed that he is responsible for overall business operations of the Company and all other business CEOs are reporting to him.

The Board discussed the matter and passed the following resolution:

“RESOLVED THAT the Board be and is hereby ratify the appointment of Shri Vinod Sawhny as Chief Executive Officer of the Company w.e.f: 10<sup>th</sup> February, 2014.

RESOLVED FURTHER THAT Shri Vinod Sawhny shall be responsible for overall business operations of the Company including achieving business targets and annual operating plans / budgets.”

**20. To take note of constitution of RCOM Management Board.**

The Board was informed that the Company has constituted “RCOM Management Board” with the following members to ensure quicker response and smooth operation of the Company upon appointment of Shri Vinod Sawhny as Chief Executive Officer of the Company w.e.f: 10th February 2014.

- a) Shri Vinod Sawhny - Chief Executive Officer
- b) Shri Gurdeep Singh - Chief Executive Officer – Consumer Business
- c) Shri Punit Garg - Chief Executive Officer - Indian Enterprise and IDC
- d) Shri Bill Barney - Chief Executive Officer - Global operations
- e) Shri Suresh Rangachar - President - IT and Services
- f) Shri Manikantan Iyer - Chief Financial Officer
- g) Shri Amit Das - President - Corporate HR
- h) Shri Deepak Khanna - Chief Executive Officer – India Enterprise

The Board discussed the matter in detail and passed the following resolution:

“RESOLVED THAT the Board do take note of formation of RCOM Management Board with following members:

- a) Shri Vinod Sawhny - Chief Executive Officer
- b) Shri Gurdeep Singh - Chief Executive Officer – Consumer Business
- c) Shri Punit Garg - Chief Executive Officer - Indian Enterprise and IDC
- d) Shri Bill Barney - Chief Executive Officer - Global operations
- e) Shri Suresh Rangachar - President - IT and Services
- f) Shri Manikantan Iyer - Chief Financial Officer
- g) Shri Amit Das - President - Corporate HR
- h) Shri Deepak Khanna - Chief Executive Officer – India Enterprise

RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 2013, Memorandum and Articles of Association of the Company, the RCOM Management Board shall have powers for day to day operations, regulatory compliance, delivering AOP, operational excellence and growth plans of the Company.

RESOLVED FURTHER THAT actions taken by RCOM Management Board be reported to the Board from time to time.”

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

A status report dated April 30, 2014 issued by M/s. Aggarwal Law Associates, Advocates, New Delhi was placed before the meeting.

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 cross-examined all the prosecution witnesses by the Counsels for the accused. Now, the matter for recording the statement of the Accused is listed from 5<sup>th</sup> May, 2014.

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

**22. To constitute “Corporate Social Responsibility Committee” of the Board of Directors as per provisions of the Companies Act, 2013.**

The Board was informed that in accordance with the provisions of Section 135 of the Companies Act, 2013(‘the Act’) which has become operational from 1<sup>st</sup> April, 2014, every Company which satisfies any of the following criteria shall require to constitute a Committee of Directors to be named “Corporate Social Responsibility Committee” which should consist of three or more directors of whom at least one should be an Independent Director:

- a) having net worth of Rs. 500 crore or more or
- b) having turnover of Rs. 1,000 crore or more or
- c) having net Profit of Rs. 5 crore or more during any financial year.

The Board was further informed that as the Company fulfill above criteria, it would be necessary to constitute a “Corporate Social Responsibility Committee” of the Board. The Board was further informed that the Central Government has notified the Companies (Corporate Social Responsibility Policy) Rules, 2014 and these have become effective from 1<sup>st</sup> April, 2014. The Company needs to spend in every financial year, at least 2% of its average net profits in the last three preceding financial years in pursuance of the CSR policy which is to be approved by the Board as per the recommendations of the CSR Committee. In case, Company has not spent the amount which ought to be spent on CSR, then same needs to be disclosed in Board Report. The CSR Committee shall discharge its functions in terms of Section 135(3) of the Act.

The Board discussed the matter and passed the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, a Corporate Social Responsibility Committee (the “CSR Committee”) of the Board be and is hereby constituted with immediate effect comprising the following Directors :

- |                         |   |          |
|-------------------------|---|----------|
| (1) Prof J.Ramachandran | - | Chairman |
| (2) Shri Anil D.Ambani  | - | Member   |
| (3) Shri Deepak Shourie | - | Member   |
| (4) Shri A.K.Purwar     | - | Member   |
| (5) Shri R.N.Bhardwaj   | - | Member   |

RESOLVED FURTHER THAT presence of any two members in the meeting will form a quorum for the meeting.

RESOLVED FURTHER THAT a CSR policy by the CSR Committee be formulated at the earliest and be placed before the Board for approval.

RESOLVED FURTHER THAT the CSR Committee be and is hereby authorised to discharge its responsibilities in terms of Section 135(3) and other sections of the Companies Act, 2013 and applicable rules framed there under including setting expenditure limits for the activities mentioned in the CSR policy and monitoring the implementation process of the CSR policy.

RESOLVED FURTHER THAT Shri Prakash Shenoy, Company Secretary of the Company be and is hereby authorised to act as the Secretary of the CSR Committee and do everything necessary and incidental in this regard.

RESOLVED THAT Shri Prakash Shenoy, Company Secretary of the Company be and is hereby authorized to carry out all the deeds and acts as may be deemed necessary, proper or desirable to give effect to the aforesaid resolutions including filing of all requisite forms, letters or any other documents with the concerned regulatory authorities as may be required to effect the same.”

**23. To reconstitute ESOS Compensation Committee of the Board of Directors and appoint lead independent director.**

The Board was informed that the following Committees of the Board of Directors were reconstituted on 12th November 2013 after appointment of Shri R. N. Bhardwaj as an additional director of the Company.

- a) Audit Committee
- b) Shareholders / Investors Grievance Committee
- c) Nomination/ Remuneration Committee
- d) ESOS Compensation Committee

The Board was also informed that Shri A. K. Purwar and Shri Deepak Shourie were appointed as the Chairman of the Audit Committee and Shareholders / Investors Grievance Committee respectively since 26<sup>th</sup> May, 2012 for two years. The Board was also informed that Prof J. Ramachandran was appointed as the Chairman of Nomination / Remuneration Committee and ESOS Compensation Committee on 12<sup>th</sup> November 2013 in place of Late Shri S. P. Talwar. The Board was further informed that Prof J. Ramachandran is the Lead Independent Director since 26<sup>th</sup> May, 2012.

The Board was further informed that to align governance standards with the best global practices, it was suggested to rotate the Chairmanship of the Board Committees and Lead Independent Director at a regular interval of around two years. The agenda for rotation of Chairman of the respective Committees are part of Board Agenda. It was proposed that Shri Deepak Shourie be appointed as the Chairman of ESOS Compensation Committee and Lead Independent Director in place of Prof. J. Ramachandran.

The Board discussed the matter and passed the following resolutions:

- a) “**RESOLVED THAT** in partial modification to the resolution passed at the meeting of the Board held on 12<sup>th</sup> November, 2013, the Employee Stock Option Scheme Compensation Committee (“**ESOS Compensation Committee**”) of the Board be and is hereby reconstituted as follows:

(1) Shri Deepak Shourie - Chairman

(2) Shri Anil D. Ambani	-	Member
(3) Prof J. Ramachandran	-	Member
(4) Shri A. K. Purwar	-	Member
(5) Shri R. N. Bhardwaj	-	Member

**RESOLVED FURTHER THAT** the Board do place on record its sincere appreciation to Prof. J. Ramachandran for the valuable guidance and direction provided to the Company as the Chairman of the ESOS Compensation Committee.

**RESOLVED FURTHER THAT**, pursuant to the provisions of the Companies Act, 2013, the Board do hereby approves the terms of reference of the ESOS Compensation Committee, which are:

1. Formulating and administering one or more plan(s) under an Employee Stock Option Scheme ("ESOS Scheme") on terms and conditions for eligible employees and Directors (subject to the provisions of Section 149 of the Companies Act, 2013), in India or abroad of the Company and its Subsidiaries within the framework of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and any amendment made from time to time.
  2. Allotting securities under various plans with such terms and conditions as per offer letters issued in this behalf, within the overall limit stipulated by special resolutions passed by the Shareholders from time to time; and
  3. Appointing a merchant banker or other intermediary registered with the Securities and Exchange Board of India as may be necessary to implement the ESOS Scheme."
- b) "RESOLVED THAT Shri Deepak Shourie, Director be and is hereby nominated as the Lead Independent Director in place of Prof. J. Ramachandran for a period of two years.

RESOLVED FURTHER THAT the Board do place on record its sincere appreciation to Prof. J. Ramachandran, Director for the valuable guidance and direction provided to the Company as the Lead Independent Director of the Company."

**24. To consider and approve revised scope of Audit Committee of the Board of Directors as per Companies Act, 2013 and reconstitute Audit Committee.**

The Board was informed that in accordance with the requirements of Clause 49 in the Listing Agreement and the Companies Act, 1956, the Company has constituted an Audit Committee of the Board of Directors and also approved terms of reference of the Audit Committee from time to time. Section 177 of the Companies Act, 2013(Act) has expanded the scope of Audit Committee. Now, the terms of reference of the Audit Committee have specified in the Act.

The Board was further informed that in view of above requirement in the Act which has become effective from 1<sup>st</sup> April, 2014, it would be necessary to revise present terms of reference of the Audit Committee.

The Board was also informed that as a good corporate governance and practice adopted by the Company, Audit Committee needs to be reconstituted.

The Board discussed the matter in detailed and passed the following resolutions.

**“RESOLVED THAT** in partial modification to the resolution passed at the meeting of the Board held on 12<sup>th</sup> November, 2013, the Audit Committee of the Board be and is hereby reconstituted as follows:

- |                          |   |          |
|--------------------------|---|----------|
| (1) Prof J. Ramachandran | - | Chairman |
| (2) Shri Deepak Shourie  | - | Member   |
| (3) Shri A. K. Purwar    | - | Member   |
| (4) Shri R. N. Bhardwaj  | - | Member   |

**RESOLVED FURTHER THAT** the Board does place on record its sincere appreciation to Shri A. K. Purwar, Director for the valuable guidance and direction provided as the Chairman of the Audit Committee.

**RESOLVED FURTHER THAT,** pursuant to the Companies Act, 2013, the Board do hereby approve the terms of reference of the Audit Committee, which include:

1. Overseeing the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial information is correct, sufficient and credible;
2. Recommending the appointment, reappointment, terms of appointment and replacement/removal of the statutory auditors and fixation of audit fee;
3. Approval of payment to statutory auditors for any other services rendered;
4. Reviewing and monitoring the statutory auditor’s independence and effectiveness of audit process;
5. Approving transactions with related parties including making modifications subsequently;
6. Scrutinizing inter-corporate loans and investments;
7. Evaluating undertakings or assets of the Company, wherever it is necessary;
8. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on
  - a. matters required to be included in the Director’s Responsibility Statement in the Annual Report of the Board;
  - b. any changes in accounting policies and practices and reasons thereof;
  - c. major accounting entries based on exercise of judgment by the management;
  - d. the auditors’ report including the qualifications in draft audit report;
  - e. significant adjustments made in the financial statements arising out of audit findings;
  - f. compliance with listing and other legal requirements concerning financial statements;
  - g. disclosure of related party transactions; and
  - h. qualifications in the draft audit report.
9. Reviewing with the management, the performance of the statutory and internal auditors, the adequacy of internal financial control systems and risk management systems;
10. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit; Discussing with the internal auditors on any significant findings and follow up thereon;

11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
12. Discussing with the statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
13. Looking into the reasons for substantial defaults in the payment to the depositors, debenture-holders, shareholders (in case of non-payment of declared dividends) and creditors;
14. Reviewing the financial statements of subsidiaries, in particular their investments;
15. Overseeing the vigil mechanism;
16. Approving the appointment of the Chief Financial Officer after assessing his qualification, experience, and background etc.;
17. Reviewing the following information:
  - (i) the management's discussion and analysis of financial condition and results of operations;
  - (ii) internal audit reports relating to internal control weaknesses;
  - (iii) management letters/letters of internal control weaknesses issued by the statutory auditors;
  - (iv) statement of significant related party transactions; and
  - (v) the appointment, removal and terms of remuneration of the "Chief Internal Auditor."
18. Carrying out all other functions as is mentioned in the terms of reference of the Audit Committee.

**RESOLVED FURTHER THAT** the Audit Committee be and is hereby authorised to:

1. To investigate any activity within its terms of reference;
2. To seek any information from any employee;
3. To obtain outside legal and professional advice;
4. To secure attendance of outsiders with relevant expertise, if it considers necessary;
5. To call for comments from the auditors about internal control systems and the scope of audit, including the observations of the auditors;
6. To review financial statements before submission to the Board; and
7. To discuss any related issues with the internal and statutory auditors and the management of the Company."

**25. To consider and approve renaming the "Shareholders/ Investors Grievance Committee" as "Stakeholder's Relationship Committee" and reconstitute.**

The Board was informed that in accordance with the requirements of Clause 49 in the Listing Agreement, the Company has constituted a Committee named "Shareholders/ Investors Grievance Committee", which is responsible for attending the grievances of the shareholders. The Board was further informed that as per provisions of Section 178 of the Companies Act, 2013 ('the Act'), every listed Company has to constitute a Committee which will be named "Stakeholder's Relationship Committee", if the number of shareholders, debenture holders, deposit holders and other security holders in the Company exceeds one thousand or more.

The Board was further informed that the Company has approx 1.8 million shareholders at present, apart from debenture holders. In view of the above

requirement in the Act which has become effective from April 1, 2014, it would be necessary to change the nomenclature of the existing committee and rename it as the “Stakeholders Relationship Committee” to resolve the grievances of all the stakeholders of the Company and to perform all other work as per Act.

The Board discussed the matter and passed the following resolutions:

**“RESOLVED THAT** in partial modification to the resolution passed at the meeting of the Board held on 12<sup>th</sup> November, 2013, the Shareholders / Investors Grievance Committee of the Board be and is hereby reconstituted as follows :

- |     |                       |   |          |
|-----|-----------------------|---|----------|
| (1) | Shri A. K. Purwar     | - | Chairman |
| (2) | Shri Anil D. Ambani   | - | Member   |
| (3) | Prof. J. Ramachandran | - | Member   |
| (4) | Shri Deepak Shourie   | - | Member   |
| (5) | Shri R. N. Bhardwaj   | - | Member   |

**RESOLVED FURTHER THAT** the Board do place on record its sincere appreciation to Shri Deepak Shourie, Director for the valuable guidance and direction provided to the Company as the Chairman of the “Shareholders/ Investors Grievance Committee”.

**RESOLVED FURTHER THAT** the Board be and hereby approves the renaming of the “Shareholders/ Investors Grievance Committee” to the “Stakeholder’s Relationship Committee” with immediate effect pursuant to the requirements under Section 178 of the Companies Act, 2013 and that the constitution, terms, functions and responsibilities of the said Committee shall be in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT**, pursuant to the Companies Act, 2013, the Board do hereby approve the terms of reference of the Stakeholders Relationship Committee, which include:

1. Approving the issuance of duplicate certificates;
2. Overseeing matters relating to non-receipt of dividend and balance sheet;
3. Overseeing and reviewing all matters connected with the transfer and all other processes relating to the securities of the Company;
4. Considering and resolving the grievances of security holders of the Company;
5. Overseeing the performance of registrar and transfer agents;
6. Recommending measures for overall improvement in the quality of investors services; and
7. Monitoring implementation and compliance of Company’s Code of Conduct for Prohibition of Insider Trading in pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.”

**26. To consider to expand the scope of Nomination / Remuneration Committee of the Board of Directors as per Companies Act, 2013 and reconstitute.**

The Board was informed that in accordance with the non mandatory requirements of Clause 49 in the Listing Agreement, the Company has constituted a Committee named “Remuneration/ Nomination Committee”. But, now, in accordance with the requirements of Section 178 of the Companies Act, 2013(Act), it is mandatory to set up a “Nomination and Remuneration Committee” with expanded scope.

The Board was also informed that the Company need to widen the scope of the existing Committee in accordance with the requirements of Section 178 as stated above. The Company also need to draw up in due course the policies on matters which are to be deliberated and approved by the said Committee as per the Act. These would be placed before the Board.

The Board was also informed that we need to reconstitute the Nomination / Remuneration Committee.

The Board discussed the matter and passed the following resolutions.

**“RESOLVED THAT** in partial modification to the resolution passed at the meeting of the Board held on 12<sup>th</sup> November, 2013, the “Nomination / Remuneration Committee” of the Board be and is hereby reconstituted as follows :

- |                         |   |          |
|-------------------------|---|----------|
| (1) Shri R.N.Bhardwaj   | - | Chairman |
| (2) Shri Anil D.Ambani  | - | Member   |
| (3) Prof J.Ramachandran | - | Member   |
| (4) Shri Deepak Shourie | - | Member   |
| (5) Shri A.K.Purwar     | - | Member   |

**RESOLVED FURTHER THAT** the Board do place on record its sincere appreciation to Prof. J. Ramachandran, Director for the valuable guidance and direction provided to the Company as the Chairman of the Nomination/ Remuneration Committee.

**RESOLVED FURTHER THAT** pursuant to provisions of the Companies Act, 2013 Act, the Board do hereby approves the terms of reference of the Nomination and Remuneration Committee, which include:

1. Identifying persons qualified to be appointed as Directors and senior management and recommending to the Board their appointment and removal;
2. Determining the evaluation criteria for the performance of the independent directors and carrying out an evaluation of each Director's performance;
3. Devising a policy on Board diversity;
4. Formulating criteria for determining qualifications, positive attributes and independence of a Director;
5. Reviewing processes for selection and appointment of new Directors and succession plans; and
6. Recommending to the Board from time to time, a remuneration policy for Directors, key managerial personnel and other employees, which, inter alia, provides a clear relationship between remuneration and performance and meet appropriate performance benchmarks.”

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

**Chairman**

**Entered on:** 05.05.2014

**Signed on:**