

**Minutes of the proceedings of the meeting of the Board of Directors of Reliance Communications Limited held on Thursday, the 14<sup>th</sup> August, 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 Deepak Shourie	-	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:** All the Directors were present at the meeting.
- 2. To peruse and approve the Minutes of the proceedings of the meeting of the Board of Directors of the Company held on 24<sup>th</sup> June, 2014.**

Minutes of the proceedings of the meeting of the Board of Directors of the Company, held on 24<sup>th</sup> June, 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 meeting of the Audit Committee of the Board of Directors of the Company held on 24<sup>th</sup> June, 2014.**

Minutes of the proceedings of the meeting of the Audit Committee of the Board of Directors of the Company held on 24<sup>th</sup> June, 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 Nomination/ Remuneration Committee of the Board of Directors of the Company held on 24<sup>th</sup> June, 2014.**

Minutes of the proceedings of the meeting of the Nomination/ Remuneration Committee of the Board of Directors of the Company held on 24<sup>th</sup> June, 2014, circulated to the Directors and placed before the meeting, was noted by the Board.
- 5. To peruse and note the Minutes of the proceedings of the meeting of the Stakeholders Relationship Committee of the Board of Directors of the Company held on 24<sup>th</sup> July, 2014.**

Minutes of proceedings of meeting of the Stakeholders Relationship Committee of the Board of Directors of the Company held on 24<sup>th</sup> July, 2014, circulated to the Directors and placed before the meeting was noted by the Board.
- 6. To peruse and note the Minutes of the proceedings of the meeting of the QIP Committee of the Board of Directors of the Company held on 27<sup>th</sup> June, 2014.**

Minutes of the proceedings of the meeting of the QIP Committee of the Board of Directors of the Company held on 27<sup>th</sup> June, 2014, circulated to the Directors and placed before the meeting, was noted by the Board.

**7. To peruse and note the Minutes of the proceedings of the meeting of the QIP Committee of the Board of Directors of the Company held on 2<sup>nd</sup> July, 2014.**

Minutes of the proceedings of the meeting of the QIP Committee of the Board of Directors of the Company held on 2<sup>nd</sup> July, 2014, circulated to the Directors and placed before the meeting, was noted by the Board.

**8. To note outcome of the Extra Ordinary General Meeting of the Shareholders of the Company held on 24<sup>th</sup> July 2014.**

The Board was informed that an Extra Ordinary Meeting (EGM) of the Shareholders of the Company was held on 24<sup>th</sup> July 2014. Shri Anil D. Ambani, Chairman of the Company, being interested in the said resolution, had recused himself from attending the said meeting and said meeting was chaired by Shri A. K. Purwar, Director of the Company. The members approved the preferential issue of 8,66,66,667 equity shares of Rs. 5 each/ Warrant to Telecom Infrastructure Finance Private Limited, a Promoter Group Company at a price of Rs.150 per equity share/ Warrant aggregating to Rs.1300 crore.

The Board was further informed that the Company had provided e-voting facility to all the shareholders during 18<sup>th</sup> July, 2014 to 20<sup>th</sup> July, 2014 and appointed Shri Anil Lohia, Chartered Accountants as the scrutinizer for the e-voting. Shri Lohia had submitted report to the Chairman of the Company on 24<sup>th</sup> July, 2014. As per scrutinizer's report, 258 members had casted 152,80,52,292 (One Hundred Fifty Two Crore Eighty Lac Fifty Two Thousand two Hundred Ninety Two) valid votes through e-voting. Out of which 235 members holding 152,80,43,379 (One Hundred Fifty Two Crore Eighty Lac Forty Three Thousand Three Hundred Seventy Nine) equity shares representing 99.999% of the total polled equity shares of the Company have voted in favour of the resolution and 23 shareholders holding 8,913 (Eight Thousand Nine Hundred Thirteen) equity shares representing 0.001% of the total polled equity share of the Company had voted against the resolution.

The Board was further informed that the Chairman of the said meeting declared the e-voting results at the EGM and announced that the resolution was approved with the requisite majority and accordingly, the Company had sent Offer Letter to the Telecom Infrastructure Finance Private Limited for subscription of 8,66,66,667 Equity shares/ Warrants of the Company.

The Board took note of the same.

**9. To peruse and note the Minutes of the proceedings of the meeting of the Allotment Committee of the Board of Directors of the Company held on 7<sup>th</sup> August 2014.**

Minutes of the proceedings of the meeting of the Allotment Committee of the Board of Directors of the Company held on 7<sup>th</sup> August, 2014, circulated to the Directors and placed before the meeting, was noted by the Board.

**10. To take note of the Circular Resolution passed by the Nomination and Remuneration Committee of the Board of Directors on 8<sup>th</sup> August, 2014.**

The Board was informed that the Nomination and Remuneration Committee of the Board of Directors had passed a Circular Resolution in the matter of appointment of Smt. Manjari Kacker as a Director of the Company. The detail of the Circular Resolution were as follows:

Sub. :- To consider and recommend appointment of Smt. Manjari Kacker, as a Director to the Board of Directors.

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”), Smt. Manjari Kacker (DIN: 06945359), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for appointment as a Director, be and is hereby recommended to the Board of Directors for appointment as a Director of the Company, liable to retire by rotation.”

The Board was further informed that all the members of the Nomination and Remuneration Committee had approved the aforesaid resolution.

**11. To take note of the Circular Resolution passed by the Board on 8<sup>th</sup> August, 2014.**

The Board was informed that on 8<sup>th</sup> August, 2014, a Circular Resolution in the matter of appointment of Smt. Manjari Kacker as a Director of the Company was approved by the members of the Board. The detail of the Circular Resolution was as follows:

Sub: To consider and recommend appointment of Smt. Manjari Kacker, as a Director to the Shareholders and take Shareholders approval through Postal Ballot.

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”), Smt. Manjari Kacker (DIN: 06945359), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for appointment as a Director of the Company, be and is hereby recommended to the Members of the Company for their approval through Postal Ballot for appointment of Smt. Manjari Kacker as a Director liable to retire by rotation.”

The Board was further informed that all the Directors had approved the aforesaid resolution.

**12. To note the Audit Certificate of reconciliation of Capital of the Company upto 30<sup>th</sup> June, 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 30<sup>th</sup> June, 2014 issued by M/s. Haribhakti & Co., Chartered Accountant was perused and noted.

**13. 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> June, 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 30<sup>th</sup> June, 2014 was placed before the Board.

The Board was informed that the transactions during the quarter ended 30<sup>th</sup> June, 2014, had resulted in net inflow of Rs. 1.01 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 30<sup>th</sup> June, 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.”

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

Disclosure letters received from the Directors disclosing changes in their directorship were placed before the meeting. The Board discussed the same and passed the following resolution.

"RESOLVED THAT notice of disclosure in the matter of change in directorship and shareholding, if any, received from Director of the Company pursuant to Section 189 (2) of the Companies Act, 2013 as placed before the Board be and is hereby noted.

RESOLVED FURTHER 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 and file necessary forms with Registrar of Companies."

**15. 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 30<sup>th</sup> June, 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 during the quarter ended 30<sup>th</sup> June, 2014 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 the same.

**16. 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> June, 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.

**17. To consider and approve unaudited consolidated financial results and standalone financial results for the quarter ended 30<sup>th</sup> June, 2014.**

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 ended 30<sup>th</sup> June, 2014 to the Stock Exchanges within 45 days from the end of quarter.

The Board was further informed that in terms of Clause 41 of the Listing Agreement of the Stock Exchanges, the Company was also required to publish the same in newspapers within 48 hours after the approval of the Board.

The Standalone and Consolidated unaudited Financial Results for the quarter ended 30<sup>th</sup> June, 2014 duly reviewed by the Audit Committee at their meeting held earlier on 14<sup>th</sup> August, 2014 were placed before the Board. The Board was informed that the unaudited consolidated financial Results were in respect of the Company and all its subsidiaries / Joint Ventures/ controlled companies and had been prepared in accordance with the requirements of the Accounting Standards prescribed under Companies (Accounting Standards) Rules, 2006 and amended from time to time.

Prof. J. Ramachandran, Chairman of the Audit Committee informed that the unaudited Standalone Financial Results and the unaudited Consolidated Financial Results for the quarter ended 30<sup>th</sup> June, 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 quarter ended 30<sup>th</sup> June, 2014 and outlook of the Company was made by Shri Vinod Sawhny, CEO to the Board.

The brief highlights of consolidated financial performance of the Company for the quarter ended 30<sup>th</sup> June, 2014 were as follows:

- Operating Income at Rs.5,523 crore, up 2.1% from Rs. 5,412 crore in Q1 previous year,
- EBITDA at Rs.1,863 crore, up 9.5% from Rs.1,701 crore in Q1 previous year. EBITDA margin at 33.7%, amongst the highest in the industry, with strong contribution from both India and Global businesses.
- Net Profit at Rs. 132 crore, up 21.4% from Rs.108 crore in Q1 previous 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 unaudited financial results of the Company for the quarter ended 30<sup>th</sup> June, 2014 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 informed that the Company has opted to publish consolidated financial results for the year 2014-15 in the newspapers.

Shri Manikantan Iyer, Chief Financial Officer placed a Management Representation letter dated 14<sup>th</sup> August, 2014 to be given to the Auditors for the quarter ended 30<sup>th</sup> June, 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 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 Standalone Financial Results of the Company.**

“RESOLVED THAT pursuant to Clause 41 of the Listing Agreement with the Stock Exchanges, the unaudited Stand alone Financial Results of the Company for the quarter ended 30<sup>th</sup> June, 2014, as per the statement placed before the meeting and as reviewed by the Audit Committee at their meeting held on 14<sup>th</sup> August, 2014 and as certified by Shri Prakash Shenoy, 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) Unaudited Consolidated Financial Results of the Company.**

“RESOLVED THAT pursuant to Clause 41 of the Listing Agreement with the Stock Exchanges, the unaudited Consolidated Financial Results of the Company for the quarter ended 30<sup>th</sup> June, 2014, as per the statement placed before the meeting and as reviewed by the Audit Committee at their meeting held on 14<sup>th</sup> August, 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.”

**18. To approve payment of audit fees to the Auditors for the first quarter of financial year 2014-15 and payment of other fees.**

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 Auditors to conduct statutory audit of the Company for the financial year 2013-2014, who shall hold the office until the conclusion of the ensuing Annual General Meeting of the Company.

The Board was further informed that the first quarter of the current financial year has ended on 30<sup>th</sup> June, 2014. As per the provision of Clause 41 of the Listing Agreement, the Company need to publish unaudited financial results of the Company for the first quarter ended 30<sup>th</sup> June, 2014. The Auditors by virtue of their appointment are required to have carried out Limited Review of the quarterly accounts for the quarter ended 30<sup>th</sup> June, 2014. The Board was further informed that in the previous year, each Auditor was paid an amount of Rs.50 lac per quarter.

The Board was further informed that at the meeting of the Audit Committee of the Board of Directors held on 14<sup>th</sup> August, 2014 has recommended for payment of fees of Rs. 50 lac to each of the Auditors i.e. M/s. Chaturvedi & Shah, Chartered Accountants and M/s. BSR & Co.LLP, Chartered Accountants, towards part of audit fees and issuance of limited review report for the quarter ended 30<sup>th</sup> June, 2014.

The Board was further informed that at the meeting of the Audit Committee of the Board of Directors held on 14<sup>th</sup> August, 2014 has also recommended for

payment of fees of Rs. 50 lac each to M/s. Chaturvedi & Shah, Chartered Accountants and M/s. BSR & Co., Chartered Accountants, towards services provided by them for Qualified Institutional Placement made by the Company in June, 2014.

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

"RESOLVED THAT as recommended by the Audit Committee at its meeting held on 14<sup>th</sup> August, 2014, the Board do hereby approve payment of fees of Rs.50 lac (Rupees fifty lac only) exclusive of travelling and other out of pocket expenses, 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 and for issuing the Limited Review Report for the quarter ended 30<sup>th</sup> June, 2014 and Rs.50 lac each to M/s. Chaturvedi & Shah, Chartered Accountants and M/s. BSR & Co. LLP, Chartered Accountants, towards services rendered for Qualified Institutional Placement made by the Company in June, 2014.

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."

**19. To approve Cost Audit Report for the year ended 31<sup>st</sup> March, 2014.**

The Board was informed that Ministry of Corporate Affairs (MCA), Cost Audit Branch vide its Order dated 2<sup>nd</sup> May 2011 and Companies (Cost Audit Report) Rules, 2011 had made it compulsory to audit Cost records of telecommunications companies from financial year commencing from 1<sup>st</sup> April, 2011 by the Cost Auditor. The Board was further informed that the Order 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 securities are listed on any stock exchange.

The Cost Audit Report duly reviewed by the Audit Committee at its meeting held earlier on 14<sup>th</sup> August, 2014 was placed before the Board.

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

"RESOLVED THAT pursuant to Cost Audit Order No. 52/26/CAB-2010 dated 2<sup>nd</sup> May, 2011 and Companies (Cost Audit Report) Rules, 2011, the Cost Audit Report of the Company for the Financial 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 14<sup>th</sup> August, 2014 be and are hereby approved and that the same be signed by any one of the Directors and/ or Shri Prakash Shenoy, Company Secretary and Manager of the Company.

RESOLVED FURTHER THAT Shri Prakash Shenoy, Company Secretary be and is hereby authorised to do everything necessary and incidental in this regard."

**20. To approve audited Accounting Separation Reports for the year ended March 31, 2014 to be submitted to TRAI.**

The Board was informed that the Telecom Regulatory Authority of India (TRAI) had issued "The Reporting System on Accounting Separation Regulation, 2004" on 23<sup>rd</sup> February, 2004 mandating the submission of audited Accounting Separation Reports (ASR) to TRAI by service providers

having an aggregate turnover of Rs.25 crore or more during the preceding financial year. These Reports provide information on revenues, costs returns and capital employed in major areas of a service provider's business, which enables the TRAI to address anti-competitive behaviour, discrimination and predatory pricing concerns and to facilitate fair competition.

The Board was further informed that the TRAI reviewed the said regulation and revised the said regulation and issued new regulation named "The Reporting System on Accounting Separation Regulation, 2012." The salient features of the "The Reporting System on Accounting Separation Regulation, 2012" were discussed at the meeting.

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

"RESOLVED THAT the Accounting Separation Reports for the year ended 31<sup>st</sup> March, 2014, prepared based on "The Reporting System on Accounting Separation Regulation, 2012" as placed before the meeting be and are hereby approved and that the same be signed by any one of the Directors or Shri Prakash Shenoy, Company Secretary or Shri Manikantan Iyer, Chief Financial Officer or Shri Gopalan Srinivansa or Shri Ramanan Laxminarain, Authorised Signatory (ies) of the Company.

RESOLVED FURTHER THAT M/s Chaturvedi & Shah, Statutory Auditors of the Company be and is hereby appointed as Auditor for certifying Accounting Separation Reports of the Company to be submitted to Telecom Regulatory Authority of India.

RESOLVED FURTHER THAT Shri Manikantan Iyer, Chief Financial Officer of the Company be and is hereby authorised to do everything necessary and incidental in this regard."

## **21. To note the status of fund raised by the Company.**

The Board was informed that as approved by the Board at its meeting held on 24<sup>th</sup> June, 2014, the Company had allotted 33,82,86,197 equity shares of Rs. 5 each at a offer price of Rs.142.14 per equity share of Rs. 5 each (including a Share premium of Rs.137.14 per equity share) to the Qualified Institutional Buyers and received an amount aggregating to Rs. 4808.40 crore.

The Board was further informed that on June 24, 2014, the Board of Directors, subject to approval of shareholders, had also approved the issue of 8,66,66,667 equity shares of Rs. 5 each/ Warrant to Telecom Infrastructure Finance Private Limited, a part of promoter group company at a price of Rs.150 per share aggregating to Rs.1300 crore. The shareholders of the Company at their Extra Ordinary General Meeting held on 24<sup>th</sup> July 2014 have approved the aforesaid preferential issue. The Company had also received the fund of Rs.650 crore (50% of issue price) and made allotment of 8,66,66,667 Warrants on 7<sup>th</sup> August, 2014 to the Telecom Infrastructure Finance Private Limited, a part of promoter group company.

The Board was also informed that the GCX Limited, a wholly owned subsidiary of the Company had raised US\$ 350 Mn through 7% Senior Secured Bonds in July, 2014, out of which, US\$ 250 Mn was used to repay the outstanding amount of loan given by Standard Chartered Bank to Reliance Globalcom BV, The Netherlands.

The Board took note of the same.

**22. To consider and approve the Management Discussion and Analysis Report and Report on Corporate Governance forming part of the Annual Report for the year 2013-14.**

The Board was informed that the Company was required to provide Management Discussion and Analysis report and Corporate Governance Report in the Annual Report to be sent to the shareholders of the Company in compliance with Clause 49 of the Listing Agreement. The draft of the said reports for the year ended 31<sup>st</sup> March, 2014 were tabled at the meeting for perusal and approval of the Board.

The Board discussed the same and passed the following resolution in this regard:-

“RESOLVED THAT the Management Discussion and Analysis Report and the Corporate Governance Report of the Company for the year ended 31<sup>st</sup> March, 2014, as per draft placed before this meeting be and is hereby approved and that Shri Prakash Shenoy, Company Secretary of the Company be and is hereby authorised to make all such changes as he may deem fit and consider necessary and finalise and release the same for incorporation in the 10<sup>th</sup> Annual Report for the year 2013-14 of the Company to be issued to the shareholders of the Company.”

**23. To consider and approve Directors' Report for the year ended 31<sup>st</sup> March, 2014.**

In compliance with the provisions of Section 217 of the Companies Act, 1956, draft Directors' Report for the financial year ended 31<sup>st</sup> March, 2014 was placed at the meeting.

The Board discussed the same and passed the following resolution.

"RESOLVED THAT pursuant to Section 217 of the Companies Act, 1956, the Directors' Report of the Company for the financial year ended 31<sup>st</sup> March, 2014 together with the annexure thereto, as per the draft placed before the meeting be and is hereby approved and the same be signed by Shri Anil D. Ambani, Chairman of the Company and that Shri Anil D. Ambani, Chairman be and is hereby authorised to make all such changes as may be deemed fit and considered necessary in the said Report and finalise the same for and on behalf of the Board."

**24. To consider and approve the date, place and time of Annual General Meeting and approve notice for holding 10<sup>th</sup> Annual General Meeting.**

The Board was informed that pursuant to the provisions of Section 96 of the Companies Act, 2013, every Company is required to hold in each calendar year its annual general meeting and not more than fifteen months shall elapse between the dates of two annual general meeting. The last Annual General Meeting of the members of the Company was held on 27<sup>th</sup> August 2013. The Board was further informed that the ensuing Annual General Meeting need to be convened on or before 30<sup>th</sup> September 2014. A notice of the 10<sup>th</sup> Annual General meeting shall have the following Ordinary and Special businesses.

**Ordinary Business:**

1. To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2014 and the Reports of the Board of Directors and Auditors thereon, (b) the audited Consolidated financial statements of the Company for the financial year ended March 31, 2014 and the reports of the Auditors thereon.

2. To appoint a Director in place of Shri Anil D. Ambani (DIN 00004878), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To appoint M/s. BSR& Co.LLP, Chartered Accountants and M/s Chaturvedi & Shah, Chartered Accountants, as Auditors, for the financial year 2014-15.

**Special Business:**

4. Issue of securities to the Qualified Institutional Buyers.
5. Any other matters arising out of discussion in the course of the meeting.

A draft notice of the Annual General Meeting was placed before the meeting.

The Board discussed the Agenda and passed the following resolution:

"RESOLVED THAT the 10<sup>th</sup> Annual General Meeting of the members of Reliance Communications Limited be convened on Tuesday, the 30<sup>th</sup> September, 2014 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020 and that the draft of the notice as placed before the Board, be and is hereby approved.

RESOLVED FURTHER THAT Shri Prakash Shenoy, Company Secretary of the Company be and is hereby authorised to sign the notice of the 10<sup>th</sup> Annual General Meeting and send to all the members of the Company and others who are entitled to receive the same and do all acts, matters and things necessary in this regard."

**25. To change the authority for borrowing and delegation.**

The Board was informed that the Board at its meeting held on 12<sup>th</sup> November, 2013, had approved borrowings by the Company and delegated powers for the same, based on the approval granted by the members of the Company by passing ordinary resolution at their meeting held on 17<sup>th</sup> July, 2007.

The Board was further informed that consequent to coming into effect of the Companies Act, 2013 (the Act) w.e.f. 1<sup>st</sup> April, 2014 (Section 180(1)(a) and 180(1)(c) of the Act read with the Rules made there under) the Company shall not, except with the consent of members by Special Resolution borrow money together with the money already borrowed, exceeding the aggregate of the paid up capital and its free reserves, and sell, lease or otherwise dispose off whole or substantially the whole of the undertaking of the Company. As per the clarification given by the Ministry of Corporate Affairs, the validity of the ordinary resolution passed by the members before coming into force of the said new Section would be for one year and the same is coming to an end on 11<sup>th</sup> September, 2014.

In view of the above and pursuant to the authority granted by the Board at its meeting held on 24<sup>th</sup> June, 2014, consent of the members has been sought by way of Special Resolutions to be passed through postal ballot. A copy of the Notice dated August 8, 2014 issued to the members of the Company in this regard was placed on table for perusal by the Board.

The Board was further informed that the said special resolutions, once approved by Members on 16<sup>th</sup> September, 2014, would enable the Board to borrow funds upto four times of the then paid up share capital of the Company and its free reserves and also to secure the same by creating

mortgage / charge on whole or substantially the whole of the undertaking of the Company.

The Board was thereafter requested to approve, subject to approval of the resolutions by the Members as aforesaid, to borrow funds, create charge on the assets of the Company and to delegate requisite powers to the executives of the Company for the same.

The Board discussed the matter and passed the following resolutions:

“RESOLVED THAT subject to approval of the members pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, if any, and in partial modification to resolution passed at the meeting of the Board of Directors held on 12th November 2013 and pursuant to the provisions of Section 179 and other applicable provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, the provision of the Foreign Exchange Management Act, 1999, and other applicable provisions, if any, the Company do borrow funds / monies from time to time in one or more tranches, by way of financial assistance from Financial Institution(s)/ Bank(s)/ Export Agencies/ Working Capital Lenders/ Corporates or other entities in the form of Term Loan(s), Buyers’ Credit Facilities, Working Capital Facility, Collateralised Borrowing and Lending Obligation (CBLO) facility including by issue of Commercial Paper(s)(CP), as per the extant guidelines pertaining to issue of CP’s, issue of Non-Convertible Debentures or by any other means, for an amount not exceeding in the aggregate, at any one point of time, (including borrowings undertaken in the nature of refinancing) the sum upto four times of the then paid-up capital of the Company and free reserves for financing the Company’s project and others;

RESOLVED FURTHER THAT

- (a) A Committee of Directors comprising of Shri Anil D. Ambani, Chairman and Prof. J. Ramachandran, Director and / or Shri Prakash Shenoy, Company Secretary and Manager and / or Shri Manikantan Iyer, Chief Financial Officer of the Company acting alone [hereinafter collectively referred to as “Authorised Signatory(is)”] be and are hereby authorised to:
- (i) Negotiate, finalise, modify, settle and accept the terms and conditions of each such facility and agree to such changes and modifications in the said terms and conditions as may be suggested by the respective Lenders and as may be agreed to in the best interests of the Company for each facility.
  - (ii) approve, accept request, create or cause to be created on behalf of the Company a mortgage by deposit of title deeds in favour of Security Trustee or any other entity [hereinafter referred to as “Security Trustee(s)”], by depositing the documents of title, evidences, deeds and writings in respect of “Identified Properties” and the other necessary security by way of Legal Mortgage and Hypothecation in favour of the Security Trustee(s) for the benefit of the Lenders and also to approve, finalise and execute or cause to be executed on behalf of the Company requisite security documents, mandates, agreements, assignments, powers of attorney, promissory notes, guarantee and all other agreements, documents, deeds, instruments and other writings (“facility documents”) in favour of the concerned Lender(s) and or Security Trustee(s) appointed in connection with each of the said facilities;

- (iii) appoint Security Trustee(s), Facility Agent, Lead Bank, Lead Arrangers, Legal Counsel and any other intermediary in connection with the availment of the aforesaid facilities;
  - (iv) do all such acts, deeds and things and deal with all such other matters and take all such steps as may be necessary to give full effect to this Resolution.
  - (v) accept the letter(s) of Intent, make declarations, sign and execute all agreements, documents and other writings related to availing of the abovementioned Facilities from the Lender(s), sign and execute any amendments/modifications to the signed documents as may be required by the respective Lender(s) and further to do all such acts, deeds, matters and things as may be necessary to give effect to this Resolution;
- (b) Any of Shri Anil D. Ambani, Chairman, Prof. J. Ramachandran, Director and Shri Prakash Shenoy, Company Secretary and Manager of the Company and / or Shri Manikantan Iyer, Chief Financial Officer of the Company [hereinafter referred to as Authorised Person(s)] be and are hereby severally authorised to:
  - (i) make and execute all deeds, agreement(s), instruments, indenture(s), other deeds, declaration (including declaration for creation of Equitable Mortgage), guarantee, documents, applications, certificates of incumbency, letters of authority/powers of attorney, disbursement requests and other writings on behalf of the Company as may be required in connection with each of the respective Facility.
  - (ii) deliver and deposit the title deeds in respect of "Identified Properties" for the aforesaid purpose with Security Trustee(s) and to attend from time to time designated Branch of Security Trustee(s) to create equitable mortgage as stated above.
  - (iii) sign and file all returns, forms and take all other steps necessary for registration of the security to be created, if required, in favour of the Security Trustee(s), and file with the Registrar of Companies and/or any other Registration Authority;
- (c) the Authorised Signatory(ies) be and are hereby severally authorised to delegate authority from time to time, to any person as they deem fit as Authorised persons of the Company for any of the purposes as stated above, towards completion of the transactions authorised pursuant to this Resolution;
- (d) the Common Seal of the Company be affixed to the facility documents such as the Agreement(s), Deed(s) of Hypothecation and/or other documents as may be required to be executed for availing the facilities from any of the Lender(s), in the presence of any of the abovementioned Authorised Persons including persons delegated with powers pursuant to this resolution, shall sign the same in authentication thereof, in accordance with the Company's Articles of Association."

RESOLVED FURTHER THAT certified true copy of this resolution be furnished to the concerned and the concerns are requested to act upon the same."

**26. To create charge over specified assets of the Company to secure various facilities taken by the Company and subsidiary companies including Redeemable Non convertible Debentures issued by the Company.**

The Board was informed that as discussed under Agenda Item No. 25 above, after receipt of the approval of the Members, the Company will borrow funds, create charge on the assets of the Company and delegate requisite powers to the executives of the Company for the same.

The Board discussed the matter and passed the following resolutions:

**“RESOLVED THAT** subject to approval of the members pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (the Act) and in partial modification to the resolution passed at the meeting of the Board of Directors held on 30th May 2011 and pursuant to the provisions of Section 179 and other applicable provisions of the Act, the Company do accept the requests of Reliance Communications Infrastructure Limited (RCIL), Reliance Telecom Limited (RTL) and Reliance Infratel Limited (RITL), subsidiary companies for providing security over movable/ immovable assets of the Company to secure various fund/ non fund based facilities( in Rupee or Foreign Currency), in one or more tranches, sanctioned/ to be sanctioned by various Banks/ financial Institutions/ Export Agencies/ Internationally recognized Banks and/ or any other Institutions/ Corporates to the RCIL, RTL and RITL from time to time.

**RESOLVED FURTHER THAT** subject to approval of the Members pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Act , consent of the Board be and is hereby accorded for creation of charge on all or specified assets of the Company, both present and future, together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of lenders and/ or security trustees appointed for the purpose for securing the borrowings availed/ to be availed by the Company, RCIL, RTL and RITL, subsidiary companies, from time to time, from Financial Institution(s)/Bank(s)/ Export Agencies/Working Capital Lenders or other entities in the form of Term Loan(s), Buyers' Credit Facilities, Working Capital Facility, Collateralised Borrowing and Lending Obligation (CBLO) facility including by issue of Non-Convertible Debentures or by any other means, in rupee or foreign amount for an amount not exceeding in the aggregate, at any one point of time, (including borrowings undertaken in the nature of refinancing) the sum upto Rs. 50,000 crore.

**RESOLVED FURTHER THAT** Shri Prakash Shenoy, Company Secretary and Manager and / or Shri Manikantan Iyer, Chief Financial Officer of the Company (referred as “Authorised Person”) be and is hereby severally authorised to:

- i. appoint, accept, request, letters, writings, modified request, finalise and provide assets as security, appoint Security trustee or any other agency, decide the terms and other related matters pertaining to the creation of security as well as for modification of charge including satisfaction of charge over the said assets of the Company;
- ii. make and execute all deeds, agreement(s), instruments, indenture(s), declaration (including declaration for creation of Equitable Mortgage), guarantee, undertakings, documents, applications to Income Tax Authority and other Statutory Authorities, certificates of incumbency, letters of authority / power of attorney, disbursement requests and other writings on behalf of the Company as may be required in connection with aforesaid purposes.

- iii. deliver and deposit the title deeds in respect of "Identified Specified Properties" for the aforesaid purpose with Security Trustee(s) and to attend from time to time designated Branch of Security Trustee(s) to create/ modify hypothecation/ mortgage as stated above.
- iv. sign and file all letters, returns, forms and take all other steps necessary for registration of the security to be created, if required, in favour of the Security Trustee(s), and file with the Registrar of Companies and/or any other Registration Authority; as may be required,
- v. do all such acts, deeds and things and deal with all such other matters and take all such steps as may be necessary to give full effect to this resolution.

**RESOLVED FURTHER THAT** the aforementioned Authorised Person be and is hereby authorised to delegate authority from time to time, to any person as he deem fit as Authorised Person of the Company for any of the purposes as stated above, towards completion of the transactions authorised pursuant to this resolution.

**RESOLVED FURTHER THAT** the Common Seal of the Company, if required, be affixed to the facility documents such as the Agreement(s), Deed(s) of Hypothecation and/or any other deed, paper, document as may be required to be executed for the purpose, in the presence of abovementioned Authorised Person including persons delegated with powers pursuant to this resolution, by the Authorised Person, such persons and or Authorised Person shall sign the same in authentication thereof, in accordance with the provisions of the Company's Articles of Association.

**RESOLVED FURTHER THAT** certified true copy of this resolution be furnished to the concerned and the concerns are requested to act upon the same."

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

A status report dated August 11, 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. The statement of Accused under Section 313 of the Criminal Procedure Code has been recorded. Presently, the defence is leading its evidence and 25 out of 30 Defence witnesses have been examined so far. Upon completion of defence evidence, matter will be listed for final hearing.

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

**28. To Offer, Issue and Allot Secured Redeemable Non-Convertible Debentures/ Bonds/ Secured Notes aggregating to US\$ 500 Million on Private placement basis.**

The Board was informed that for the purpose of capital expenditure for expansion of telecom services/ refinancing of existing debt and for general corporate purpose of the Company, the Company proposed to borrow funds by way of Secured Redeemable Non Convertible Debentures/ Bonds/ Secured Notes etc to be issued in the domestic or international capital markets. The Board was further informed that as per the current situation in the capital market and discussion with the Bankers, the Company may get good response. The Board was further informed that the Company has initiated steps for taking approval of the Shareholders through Postal ballot

for borrowing, creation of securities and issue of Non convertible Debentures etc.

The Board was further informed that discussion was also going on with the Bankers/ Investors for security finalisation under the issue.

The Board discussed the Agenda Note and passed the following resolutions unanimously:

"RESOLVED THAT subject to approval of the shareholders of the Company under Section 42 of the Companies Act, 2013 and pursuant to provisions of Section 71 and 179 of the Companies Act, 2013 and subject to the provisions of Foreign Exchange Management Act, 1999, any Rules made there under and the Articles of Association of the Company, the Company do offer, issue and allot Secured Redeemable Non-Convertible Debentures/ Bonds/ Secured Notes ("Debentures") upto an amount of US\$ 500 Million or an equivalent amount thereof in one or more series on Private Placement basis as per mutually acceptable terms and conditions.

RESOLVED FURTHER THAT a Committee of Directors comprising Shri Anil D. Ambani, Shri A. K. Purwar and Shri R. N. Bhardwaj, Directors of the Company (with quorum of any two Directors) and Shri Prakash Shenoy, Company Secretary and Manager acting alone be and are hereby authorised to:

- a. negotiate, finalise, approve and accept the terms and conditions in respect of aforesaid offer of the Debentures, with Foreign corporate bodies, financial Institutions, Banks, Mutual Funds, Foreign Institutional Institutions etc. as may be deemed fit by them, subject to the applicable and prevailing laws, rules and regulations;
- b. decide the amount to be borrowed by way of issue of Debentures and amount to be called with the application, in one or more call etc. as per the requirements of the Company from time to time,
- c. take necessary steps for credit rating, if required, and submit necessary applications and documents to the Agency,
- d. make application(s) and submit necessary documents to the Reserve Bank of India, Stock exchanges in India or situated in foreign countries etc. for seeking permission to deal in and for official quotation of the said Debentures and comply with the requirements of the said Stock Exchanges under the applicable rules and regulations thereof.
- e. negotiate, finalise and approve the properties of the Company and of subsidiary company/ies, Borrower group companies or any other companies to be mortgaged/ hypothecated and send request letter/s to concerned company and create mortgage / Charge thereon for securing the said Debentures,
- f. appoint Trustees for the Debenture holders and finalise the Debenture Trust Deed and other documents and terms of their appointment as may be required,
- g. appoint Registrar to the issue, Manager to the issue and other professionals/ Agencies, Legal counsels, Advocates, if required, and to finalise the terms and conditions of their appointment and sign and

execute necessary letters, deeds, documents and agreements as may be required,

- h. to approve Preliminary/ final offer documents/ Information Memorandum or any other offer document,
- i. take all such actions and to give all such directions as may be necessary or desirable in regard to offer, issue, allotment, creation of security, modification of security, terms and redemption of the Debentures etc;
- j. execute, sign, send, submit all such deeds, agreements, letters, documents, promissory notes, writings Undertakings and declarations as may be required in connection with the offer, issue, allotment, rating, listing, creation of security, modification of security and redemption of the Debentures as the case may be, from time to time; and to affix the Common Seal of the Company, if necessary, on any such document/s in terms of Articles of Association of the Company,
- k. pay interest on the application money received till the date of allotment,
- l. to make part payment/ repayment of Debentures as and when deem fit and to do all such acts, deeds and things as may be necessary or thought fit and to give effect to this resolution and to settle any questions or difficulty may arise in this regard.
- m. to further delegate authorities mentioned hereinabove and for that purpose to appoint any person(s) as authorised representative(s) / signatory(ies) on behalf of the Company and to give / revoke authority from time to time to such authorised representative(s) of the Company for all or any of the purposes, as referred above."

**29. To take note of the Circular Resolutions passed by the Committee of Board of Directors of the Company in the matter of issue of duplicate share certificates.**

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 consisting 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 Resolutions were as follows:

**(1) Date: 12.07.2014**

"RESOLVED THAT the Committee of the Board do hereby approve issue of duplicate Equity Share Certificates to 5 (five) shareholders holding 1150 (One thousand one hundred fifty 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."

**(2) Date: 19.07.2014**

“RESOLVED THAT the Committee of the Board do hereby approve issue of duplicate Equity Share Certificates to 6 (Six) shareholders holding 337 (Three hundred thirty seven 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.”

**(3) Date: 26.07.2014**

“RESOLVED THAT the Committee of the Board do hereby approve issue of duplicate Equity Share Certificates to 6 (Six) shareholders holding 2690 (Two thousand six hundred ninety 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.”

**(4) Date: 02.08.2014**

“RESOLVED THAT the Committee of the Board do hereby approve issue of duplicate Equity Share Certificates to 4 (Four) shareholders holding 596 (Five hundred ninety 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.”

**(5) Date: 09.08.2014**

“RESOLVED THAT the Committee of the Board do hereby approve issue of duplicate Equity Share Certificates to 1 (One) shareholder holding 45 (Forty five 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.

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

**Chairman**

**Entered on: 25.08.2014**

**Signed on:**