

RELIANCE

Communications

Reliance Communications Limited

Registered Office: H Block, 1st Floor
Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710
CIN: L45309MH2004PLC147531
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E-mail id: RCOM.Investors@relianceada.com
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NOTICE is hereby given that an Extraordinary General Meeting of the Members of Reliance Communications Limited will be held on Thursday, July 24, 2014 at 11.00 a.m. at Bhaidas Hall, Near Mithibai College, Vile Parle (West), Mumbai – 400 056 to transact the following Business as a special business.

Preferential Issue of Equity Shares / Warrants

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 including Section 62 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 thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("ICDR Regulations"), and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorised on behalf of the Company to create, offer, issue and allot, from time to time and in one or more tranches, upto 8,66,66,667 Equity Shares of a face value of ₹ 5 each and/or Warrants to Telecom Infrastructure Finance Private Limited, a Promoter Group company, by way of a Preferential Issue, through offer letter and/or circular and/or information memorandum and/or private placement memorandum and/or such other documents / writings, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion; provided that each such Warrant shall entitle the holder(s) thereof to subscribe for and be allotted one equity share of the face value of ₹ 5 of the Company (the "Equity Share"), at a minimum exercise price of ₹ 150 (including a premium of ₹ 145) per Equity Share or such other higher price as may be arrived at in accordance with the ICDR Regulations ("Issue Price").

RESOLVED FURTHER THAT an amount equivalent to 50 per cent of the Issue Price shall be payable at the time of subscription to and allotment of each Warrant. The balance 50 per cent of the Issue Price shall be payable by the warrant holder(s) upon exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted / set off against the Issue Price payable for the resultant Equity Shares.

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be June 24, 2014, being the date 30 days prior to the date of this Extraordinary General Meeting scheduled to be held on July 24, 2014.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares upon exercise of the entitlement attached to Warrants, issuing certificates / clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilisation of proceeds of the Warrants / Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc as may be necessary to give effect to the aforesaid resolution."

By Order of the Board
For **Reliance Communications Limited**

Registered Office:

H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710

Place : Navi Mumbai
Date : June 24, 2014

Prakash Shenoy
Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted at the Extraordinary General Meeting ("EGM") is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the EGM. A Proxy form is sent herewith.
3. Corporate members intending to send their authorized representatives to attend the EGM are requested to send to the Company a certified true copy of their board resolution authorising their representatives to attend and vote on their behalf at the EGM.
4. Only registered members of the Company or any proxy appointed by such registered member may attend the EGM as provided under the provisions of the Companies Act, 2013.
5. The Company is pleased to provide its Members the facility to cast their vote on the resolution by electronic means ("E-voting").
6. The Board has appointed Shri Anil Lohia, Partner, M/s. Dayal & Lohia, Chartered Accountants as the scrutinizer to scrutinize the E-voting process in a fair and transparent manner. The scrutinizer shall, within a period not exceeding three working days from the conclusion of E-voting period, unblock the votes in the presence of at least two witnesses not being in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of EGM. The results on Resolution shall be declared at or after the EGM and subject to the receipt of requisite votes, the Resolution shall be deemed to be passed on the date of the EGM. The results declared alongwith the

scrutinizer's report will be available on the website of the Company (www.rcom.co.in) and on Karvy's website (<https://evoting.karvy.com>) within two days of passing of the Resolution.

7. Notice of the EGM along with Attendance Slip, Proxy Form and a letter giving the process, instructions and the manner of conducting E-voting is being sent electronically to all the members whose email IDs are registered with the Company / Depository Participants(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
8. Members / Proxies are requested to bring their duly filled attendance slip sent herewith at the EGM.
9. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during the office hours on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the EGM.
10. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive any communication from the Company electronically.

Statement under Section 102 of the Companies Act, 2013

The following statement sets out the material facts concerning the special business mentioned in the accompanying Notice and to be transacted at the Extraordinary General Meeting.

Your Company is a leading integrated telecommunications service provider, having a customer base of about 120 million, including over 2.6 million individual overseas retail customers. Our corporate clientele includes over 39,000 Indian and multinational corporations, including small and medium enterprises, and over 290 global, regional and domestic carriers. Your Company has a pan-India, next-generation, integrated (wireless and wireline), convergent (voice, data and video) digital network capable of supporting best-of-class services spanning the entire communications value chain, covering over 21,000 towns and 400,000 villages. Your Company owns and operates the world's largest Next-Gen IP-enabled connectivity infrastructure, comprising over 277,000 km of fiber optic cable systems in India, USA, Europe, Middle East and the Asia-Pacific region.

Keeping in view the growing business requirements, and the ability to compete with the peer group in the domestic and international markets, your Company needs to strengthen its financial position and net worth by augmenting long term resources. The Company has accordingly proposed to enhance its equity base by:

- (a) Issue of upto 51,00,00,000 Equity Shares by way of a Qualified Institutional Placement (QIP). Pursuant to the authority granted by the Members at the Annual General Meeting held on August 27, 2013, the Company has already launched the QIP by filing the Preliminary Placement Document with the Stock Exchanges on June 24, 2014. The floor price for the QIP, based on the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") is ₹ 149.61 per Equity Share. The offer price of QIP is fixed at ₹ 142.14 per Equity Share, which is at 5 per cent discount to the floor price. The Company is receiving indicative bids and is in process to complete the QIP, which has already been accorded corporate authorisations including shareholder resolution;
- (b) Issue of upto 8,66,66,667 Equity Shares / Warrants by way of a Preferential Issue to Promoters, at an issue price of ₹ 150.00 per Equity Share/ Warrant, subject to approval by the Members at the proposed Extraordinary General Meeting.

The other disclosures in accordance with the Companies Act, 2013, the ICDR Regulations and the other applicable provisions of law, in relation to the Special Resolution set out in the accompanying Notice are as follows:

1. The Objects of the Preferential Issue: To augment long term resources of the Company for repayment of debt, and for general corporate purposes.
2. The proposal of the promoters / directors or key management personnel to subscribe to the offer: Telecom Infrastructure Finance Private Limited a Promoter Group company, has proposed to subscribe, to all the Equity Shares / Warrants under the Preferential Issue.
Letter(s) of intent from the aforesaid proposed allottee agreeing to subscribe to the offer has been received. In the event, any of the Equity Shares remaining unsubscribed by the aforesaid proposed allottee, for any reason whatsoever, the same will be offered and allotted by the Board at its absolute discretion to any other person / entity / investor within the same category / class, on the same terms and conditions.
3. The Shareholding pattern before and after the Preferential Issue: The shareholding pattern of the Company pre and post the preferential allotment, as also based on the fully diluted capital of the Company considering the issue of upto 51,00,00,000 Equity Shares under the proposed QIP, is given below:

Sr. No.	Category	Pre Issue		Post Preferential Issue		Post Preferential Issue & post proposed QIP (Fully diluted)	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	Promoters' holding:						
1	Indian :						
	Individual	98,45,709	0.48	98,45,709	0.46	98,45,709	0.37
	Bodies Corporate (Refer Note 1)	138,94,63,468	67.32	147,61,30,135	68.64	147,61,30,135	55.48
	Sub Total	139,93,09,177	67.80	148,59,75,844	69.10	148,59,75,844	55.85
2	Foreign Promoters	0	0	0	0	0	0
	Sub Total (A)	139,93,09,177	67.80	148,59,75,844	69.10	148,59,75,844	55.85
B	Non-Promoters' holding :						
1	Institutional Investors	17,73,63,834	8.59	17,73,63,834	8.25	17,73,63,834	6.67
	Qualified Institutional Placement (QIP)					51,00,00,000	19.17
2	Non-Institution :						
	Private Corporate Bodies	2,26,13,018	1.10	2,26,13,018	1.05	2,26,13,018	0.85
	Directors and Relatives	73,07,932	0.35	73,07,932	0.34	73,07,932	0.27
	Indian Public	18,29,14,353	8.86	18,29,14,353	8.50	18,29,14,353	6.87
	Others (Including NRIs)	27,45,18,567	13.30	27,45,18,567	12.76	27,45,18,567	10.32
	Sub Total(B)	66,47,17,704	32.20	66,47,17,704	30.90	117,47,17,704	44.15
	GRAND TOTAL	206,40,26,881	100.00	215,06,93,548	100.00	266,06,93,548	100.00

Notes:

- a. The Promoters holding includes 2,12,79,000 Equity Shares (representing 1.03 per cent of the pre-issue paid up capital) held by Reliance ADA Group Trustees Private Limited in its capacity as the Trustees for and on behalf of "RCOM ESOS Trust". This holding of RCOM ESOS Trust is included as part of promoters holding as a matter of abundant caution.
- b. The Company has also proposed an issue of upto 51,00,00,000 Equity Shares by way of QIP which is launched on June, 24, 2014. The Company is in process to completing the same. The above shareholding Pattern based on fully diluted capital shall stand changed to the extent of Equity Shares that may finally be subscribed and allotted under the said QIP.

4. Proposed time within which the Preferential Issue shall be completed: The allotment of Equity Shares / Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.
5. Relevant date and pricing of the issue: In accordance with the provisions of SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Equity Shares shall be June 24, 2014, being the date 30 days prior to the date of this Extraordinary General Meeting to be held on July 24, 2014. The price so calculated is ₹ 149.61 (Rupees One Hundred and Forty Nine and Paise Sixty One only) per Equity Share. The issue price of each Equity Share / Warrant is fixed at ₹150.00 (Rupees One Hundred Fifty only).
6. Auditors' Certificate: A copy of certificate from the Statutory Auditors of the Company certifying that the above issue of the Equity Shares / Warrants is being made in accordance with the SEBI ICDR Regulations, shall be placed before the shareholders of the Company at the Extraordinary General Meeting and will also be open for inspection by the Members.
7. Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares / Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:
Equity Shares / Warrants shall be allotted to Telecom Infrastructure Finance Private Limited, which is a wholly owned subsidiary of Reliance Innoventures Private Limited a Promoter Group company. Shri Anil D. Ambani and his family members namely Smt. Kokila D. Ambani, Mrs. Tina A. Ambani, Shri Jai Anmol A. Ambani and Shri Jai Anshul A. Ambani, the Promoters of the Company, are the ultimate beneficial owners of the Equity Shares / Warrants to be allotted to Telecom Infrastructure Finance Private Limited. Shri Anil D. Ambani and his family ultimately control the aforesaid proposed allottee. Excluding the holding of RCOM ESOS Trust, Shri Anil D. Ambani and his family shall directly / indirectly hold 68.10 per cent of the post Preferential Issue equity capital of the Company. However, considering the issue of 51,00,00,000 shares under QIP, Shri Anil D. Ambani and his family shall directly / indirectly hold 55.05 per cent of the fully diluted equity capital of the Company, the same shall however change to the extent of Equity Shares that may finally be subscribed and allotted under the said QIP.
There will be no change in the control or composition of the Board of the Company consequent to the said Preferential Issue.
Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
8. Lock-in:
 - i) The Warrants and the Equity Shares allotted pursuant to exercise of entitlement attached to Warrants shall be subject to 'lock-in' as per the ICDR Regulations. Such locked-in Equity Shares may however be transferred to and amongst the Promoters / Promoter Group subject to the provisions of ICDR Regulations.
 - ii) The entire pre-preferential allotment shareholding of the above allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the ICDR Regulations.
9. General:
 - i) An amount equivalent to 50 per cent of the issue price of the Equity Shares shall be payable at the time of subscription of Warrants.
 - ii) The holder of Warrants will be entitled to apply for and be allotted, in one or more tranches, 1 (one) Equity Share of ₹ 5 each of the Company per warrant at any time after the date of allotment thereof but on or before March 31, 2015.
 - iii) Upon exercise of the right to subscribe for Equity Shares, the warrant holders shall be liable to make the payment of balance sum, being 50 per cent of the issue price, towards subscription to each Equity Share, as may be applied. The amount paid against Warrants shall be adjusted / set off against the issue price of the resultant Equity Shares.
 - iv) In the event of entitlement attached to Warrants to subscribe for Equity Shares is not exercised within the period as mentioned above, the same shall lapse and the amount paid on the Warrants shall stand forfeited.
 - v) Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot one Equity Share per warrant by appropriating ₹ 5 towards Equity Share capital and the balance amount paid against each warrant, towards the securities premium.
 - vi) The warrant holders shall also be entitled to any future issue of bonus / rights, if any, of Equity Shares or warrants convertible into Equity Shares or such other securities by the Company, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the warrant holders.
 - vii) The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company.
 - viii) The Equity Shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company and be listed on stock exchanges where the Equity Shares of the Company are listed.
10. The Company undertakes that if required, the price shall be recomputed in terms of the provision of the ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottee.

The Board at its meeting held on June 24, 2014 has approved the issue and allotment of Equity Shares / Warrants on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1)(a) of the ICDR Regulations, the above Preferential Issue requires approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution.

Shri Anil D. Ambani, Chairman, along with his relatives being Promoters of the Company may be deemed to be concerned or interested in the proposed Resolution. Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

By Order of the Board
For **Reliance Communications Limited**

Registered Office:

H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710

Place : Navi Mumbai
Date : June 24, 2014

Prakash Shenoy
Company Secretary

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 Website: www.rcom.co.in, E-mail id: RCOM.Investors@relianceada.com
 CIN:L45309MH2004PLC147531

ATTENDANCE SLIP**EXTRAORDINARY GENERAL MEETING**

DP Id.		Name & Address of the registered Shareholder
Client Id./Regd. Folio No.		
No. of Share(s) held		

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of the Company convened at 11.00 a.m. on Thursday, July 24, 2014 at Bhaidas Hall, Near Mithibai College, Vile Parle (West), Mumbai – 400 056.

Member's / Proxy's Signature

Note: Please complete this and hand it over at the entrance of the hall.

..... TEAR HERE

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered Address:	
E-mail Id:	
Folio No./ *Client Id:	
*DP ID: (*Applicable for Members holding Shares in electronic form)	

I/ We, being the member(s) of _____ shares of the above named company, hereby appoint:

(1) Name: _____ Address: _____

E-mail id: _____ Signature _____ or failing him;

(2) Name: _____ Address: _____

E-mail id: _____ Signature _____ or failing him;

(3) Name: _____ Address: _____

E-mail id: _____ Signature _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on Thursday, July 24, 2014 at 11.00 a.m. at Bhaidas Hall, Near Mithibai College, Vile Parle (West), Mumbai – 400 056 and at any adjournment thereof in respect of such resolution as is indicated below:

Resolution No.	Matter of Resolution	For	Against
1.	Preferential Issue of Equity Shares / Warrants		

Signed this day of 2014.

Signature of Shareholder(s) : _____

Signature of Proxy holder(s) : _____

Affix Revenue Stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.