

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to transact the following special business by the Members of Reliance Communications Limited ("the Company") by passing Resolutions through Postal Ballot:

1. To appoint Prof. J.Ramachandran as an Independent Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV 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"), and the applicable provisions of the Listing Agreement, Prof. J. Ramachandran (DIN: 00004593), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years from the date of coming into effect of this resolution."

2. To appoint Shri Deepak Shourie as an Independent Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV 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"), and the applicable provisions of the Listing Agreement, Shri Deepak Shourie (DIN: 00101610), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years from the date of coming into effect of this resolution."

3. To appoint Shri A. K. Purwar as an Independent Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV 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"), and the applicable provisions of the Listing Agreement, Shri A. K. Purwar (DIN: 00026383), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years from the date of coming into effect of this resolution."

4. To appoint Shri R. N. Bhardwaj as an Independent Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV 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"), and the applicable provisions of the Listing Agreement, Shri R. N. Bhardwaj (DIN: 01571764), who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956, which corresponds to Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years from the date of coming into effect of this resolution."

5. To appoint Smt. Manjari Kacker as a Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"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 appointed as a Director of the Company, liable to retire by rotation."

6. Private Placement of Non-Convertible Debentures

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and / or 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 / body, and subject to the provisions of the Memorandum and Articles of Association of the Company, 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), be and is hereby authorised to create, offer, invite to subscribe, issue and allot, from time to time, in one or more tranches and / or in one or more series, secured / unsecured / redeemable Non-Convertible Debentures (hereinafter referred to as the "NCDs"), on private placement basis, for such amount(s) as the board may in its absolute discretion determine; provided that the aggregate amount of such NCDs shall be within the overall borrowing limits of the Company, as approved by the Members from time to time under Section 180(1)(c) or other applicable provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine in its absolute discretion the terms and quantum of issue of each series including the consideration and utilisation of proceeds, class of investors and to do all such acts and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution."

7. Borrowing limits of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the ordinary resolution passed by the Members on July 17, 2007, and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") and provisions of the Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to borrow any sum or sums of money, in Indian Rupees and / or in any foreign currency from time to time, at its discretion, for the purpose of the business of the Company or such other approved purpose, which together with the monies already borrowed by the Company (apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business) may at any time exceed upto four times of the then paid up share capital of the Company and its free reserves and that the Board be and is hereby empowered and authorised to arrange or finalise the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may in its absolute discretion determine.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute such agreements undertakings and other documents and to do all such acts, deeds and things as may be necessary for giving effect to this resolution."

8. Creation of Charge / Mortgage on assets of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the ordinary resolution passed by the Members through Postal Ballot on March 31, 2006, and pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") and any other applicable laws and provisions of the Articles of Association of the Company, 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) be and is hereby authorised to mortgage and / or charge, in addition to the mortgages / charges created / to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may in its absolute discretion determine, on all or any of the moveable and / or immovable properties of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company 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 the Lender(s), Agent(s), Trustee(s) and other bodies / persons, to secure the borrowings of the Company and / or Company's subsidiaries / affiliates / associate companies, availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and / or securities (comprising fully / partly Convertible Debentures and / or Non Convertible Debentures with or without detachable or non-detachable Warrants and / or secured premium notes and / or floating rates notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) and all other applicable provisions, if any, of the Act, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Deed(s) and Agreement (s) / Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said

loans / borrowings / securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s) / Agent(s) / Trustee(s) as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

9. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)("the Act"), M/s. V. J. Talati & Co., Cost Accountants (Firm Registration Number 00213) appointed as the Cost Auditors of the Company for audit of the cost accounting records of the Company for the financial year ending March 31, 2015, be paid remuneration of ₹ 2.50 lac (Rupees two lac fifty thousand only) per annum excluding service tax and out of pocket expenses, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:

H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710
CIN:L45309MH2004PLC147531
Website: www.rcom.co.in

Place: Navi Mumbai
Date : August 8, 2014

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

Prakash Shenoy
Company Secretary
ACS No. 14026

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on July 25, 2014.
3. The Board of Directors have appointed Shri Anil Lohia, Partner, M/s. Dayal & Lohia, Chartered Accountants as Scrutinizer for conducting postal ballot voting process in a fair and transparent manner.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rules made there under and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility for its Members of the Company to enable them to cast their votes on the resolutions electronically.
Kindly note that the Members can opt for only one mode of voting, i.e. either by physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot also

and vice versa. In case Members cast their vote by both physical postal ballot and e-voting, it may be noted that votes cast by them through valid physical postal ballot shall prevail and votes cast by e-voting will be treated as invalid. Karvy Computershare Private Limited ("Karvy"), our Registrar and Transfer Agent will be facilitating e-voting to enable the Members to cast their votes electronically.

5. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the assent (for) or dissent (against), and signed should be returned directly to the Scrutinizer so as to reach the Scrutinizer not later than close of working hours on September 15, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman appointed by the Board after completion of the scrutiny and the results of postal ballot will be announced on or before September 16, 2014, at the Registered Office of the Company at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710.
6. The resolutions shall be taken as passed effectively on the date of declaration of the result. The result of the Postal Ballot will be posted on the website of the Company at www.rcom.co.in.
7. Notice of Postal Ballot along with Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the Members whose email ID's are registered with the Company / Depository Participant(s). For Members who request for a hard copy and for those who have not registered their email addresses, physical copies of the same are being sent through the permitted mode.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on July 25, 2014. Members can vote for their entire voting rights as per their discretion.
9. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturday between 11:00 a.m. and 1:00 p.m. up to September 15, 2014.
10. Members who have not registered their email addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communications from the Company electronically.

Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice dated August 8, 2014.

Item Nos. 1 to 5

Prof. J. Ramachandran, Shri Deepak Shourie and Shri A. K. Purwar are Directors of the Company subject to retirement by rotation. Shri R. N. Bhardwaj was appointed by the Board of Directors as an Additional Director on August 29, 2013 pursuant to the provisions of Section 260 of the Companies Act, 1956, which corresponds to Section 161 of the Companies Act, 2013 ("the Act"). Shri R. N. Bhardwaj holds office up to the date of the ensuing Annual General Meeting. The above directors are Independent Directors within the meaning of Clause 49 of the Listing Agreement.

Pursuant to the provisions of Section 149 of the Act, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation and shall hold office for a term up to five consecutive years on the Board of the Company.

Accordingly, it is proposed to seek approval of the Members to appoint Prof. J. Ramachandran, Shri Deepak Shourie, Shri A. K. Purwar and Shri R. N. Bhardwaj as Independent Directors of the Company under Section 149 of the Act and Clause 49 of the Listing Agreement, for a term up to five consecutive years as set out in the accompanying Notice.

Pursuant to Section 149 of the Act read with the Rules made there under and Clause 49 of the Listing Agreement, the Company needs to have a woman director on its Board.

Keeping in view the above, it is proposed to seek approval of the Members to appoint Smt. Manjari Kacker as Director on the Board of the Company, liable to retire by rotation.

As required under Section 160 of the Act, the Company has received notices in writing from members along with the requisite amount of deposit proposing the candidature of Prof. J. Ramachandran, Shri Deepak Shourie, Shri A. K. Purwar, Shri R. N. Bhardwaj and Smt. Manjari Kacker for their respective offices of Director of the Company.

The Nomination / Remuneration Committee of the Board of Directors of the Company has recommended the appointment of Prof. J. Ramachandran, Shri Deepak Shourie, Shri A. K. Purwar and Shri R. N. Bhardwaj as Independent Directors for a term up to five consecutive years and Smt. Manjari Kacker as Director liable to retire by rotation.

Prof. J. Ramachandran, Shri Deepak Shourie, Shri A. K. Purwar, Shri R. N. Bhardwaj and Smt. Manjari Kacker are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent(s) to act as Director.

Prof. J. Ramachandran, Shri Deepak Shourie, Shri A. K. Purwar and Shri R. N. Bhardwaj, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act and the Rules made there under. In the opinion of the Board, each of these persons fulfil the conditions specified in the Act and the Rules framed thereunder for their respective appointment as Independent Directors and that they are independent of the management.

Brief profile of the aforesaid directors are given below:

Prof. J. Ramachandran is a Professor of Corporate Strategy and Policy at the Indian Institute of Management, Bengaluru. He is a Chartered Accountant and Cost Accountant and is a Fellow of the Indian Institute of Management, Ahmedabad. He is also on the Boards of Reliance Infratel Limited, Sasken Communication Technologies Limited, Redington (India) Limited and All Cargo Logistics Limited.

Shri Deepak Shourie holds a bachelor's degree in economics and has more than 39 years experience in general management with an emphasis on media, consumer goods and corporate affairs. He was the Executive Vice President and Managing Director of Discovery Communications of India and director in South Asia for BBC Worldwide Media Private Limited.

Shri A. K. Purwar holds a master's degree in commerce and a diploma in business administration. He was the former Chairman of State Bank of India and also former Managing Director of State Bank of Patiala. He is also on the Boards of Vardhman Textiles Limited, Jindal Steel and Power Limited, Jindal Power Limited, Apollo Tyres Limited, IL&FS Renewable Energy Limited, C & C Constructions Limited, Vardhman Chemtech Limited, Sri Kavery Medical Care (Trichy) Limited, IIFL Holdings Limited and ONGC Tripura Power Company Limited.

Shri R. N. Bhardwaj holds a master's degree in economics from the Delhi School of Economics and a diploma in industrial relations and personnel management from the Punjabi University, Patiala. He was the Chairman and Managing Director of Life Insurance Corporation of India. Shri R. N. Bhardwaj has also served as a member of the Securities Appellate Tribunal. He is also on the Boards of Reliance Infratel Limited, Jaiprakash Associates Limited, Jaiprakash Power Ventures Limited, Microsec Financial Services Limited, Jaypee Infratech Limited, Dhunseri Petrochem & Tea Limited, Milestone Capital Advisors Limited, Amtek Auto Limited, Rupa and Company Limited and SBI Life Insurance Company Limited.

Smt. Manjari Kacker holds master's degree in chemistry and diploma in business administration. She has more than 38 years experience in Taxation, Finance, Administration and Vigilance. She was Indian Revenue

Service batch of 1974. She held various assignments during her tenure in the tax department and was also the member of Central Board of Direct Taxes. She has also served as Functional Director (Vigilance and Security) in Air India and have also represented India in international conferences. Presently she is a director of Life Insurance Corporation of India.

Approval of the members is accordingly sought for the appointment of Prof. J. Ramachandran, Shri Deepak Shourie, Shri A. K. Purwar and Shri R. N. Bhardwaj as Independent Directors and Smt. Manjari Kacker as Director liable to retire by rotation, as set out in the resolution nos 1 to 5 of the accompanying Notice.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working days, excluding Saturday between 11.00 a.m. and 1.00 p.m. up to Monday, September 15, 2014.

Prof. J. Ramachandran, Shri Deepak Shourie, Shri A. K. Purwar, Shri R. N. Bhardwaj and Smt. Manjari Kacker are interested in the resolutions set out respectively at Item Nos. 1 to 5 of the Notice in regard to their respective appointments.

The relatives of Prof. J. Ramachandran, Shri Deepak Shourie, Shri A. K. Purwar, Shri R. N. Bhardwaj and Smt. Manjari Kacker may be deemed to be interested in the resolutions set out respectively at Item Nos. 1 to 5 of the Notice, to the extent of their equity shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The Board accordingly recommends the Ordinary Resolutions set out at Item Nos. 1 to 5 of the accompanying Notice for approval of the Members.

Item No. 6

As per the provisions of Section 42 of the Companies Act, 2013 read with the Rules made there under ("the Act"), a Company offering or making an invitation to subscribe to Securities on a private placement basis is required to obtain the approval of the Members by way of a Special Resolution. The Act provides that such approval can be obtained once in a year for all the offers or invitations for Non-Convertible Debentures (NCD's) to be issued during the year.

In order to augment long term resources in the ordinary course of business for such purposes as may be deemed necessary including for general corporate purpose, the Company may offer or invite subscriptions for secured / unsecured, redeemable NCD's, in one or more series / tranches, on private placement basis.

Accordingly, consent of the Members is sought by way of a Special Resolution as set out in Item No. 6 of the accompanying Notice. This resolution enables the Board of Directors of the Company to offer or invite subscription for NCDs, as may be required by the Company, from time to time, for a year from the date of the said resolution coming in to effect.

None of the Directors, Manager and Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution, except to the extent of their equity share holdings in the Company.

The Board accordingly recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

Item Nos. 7 and 8

Provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 read with the Rules, if any, made there under ("the Act") provide that the Company shall not, except with the consent of Members by

Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), 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.

The Members by way of an Ordinary Resolution at the Annual General Meeting held on July 17, 2007 had, inter alia, authorised the Board to borrow up to three times of the aggregate of the then paid up capital of the Company and its free reserves. The Members by way of an Ordinary Resolution through Postal Ballot on March 31, 2006 had, inter alia, authorised the Board to secure its borrowing by mortgage / charge on any of the movable and / or immovable properties and / or the whole or any part of the undertaking(s) of the Company.

Keeping in view the capital intensive nature of the telecom sector in which the Company operates, the Company need enhanced debt funds and secure the same by creating charge on the assets of the Company.

Accordingly, consent of the Members is sought by way of Special Resolution as set out in Item Nos. 7 and 8 of the accompanying Notice. These resolutions enable the Board of Directors of the Company to borrow funds (apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business) which may at any time exceed 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.

None of the Directors, Manager and Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions, except to the extent of their equity share holdings in the Company.

The Board accordingly recommends the Special Resolutions set out at Item Nos. 7 and 8 of the accompanying Notice for the approval of the Members.

Item No. 9

The Board of Directors on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s. V. J. Talati & Co., Cost Accountants (Firm Registration No.00213), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending March 31, 2015, at a remuneration of ₹ 2.50 lac (Rupees two lac and fifty thousand only) per annum excluding service tax and out of pocket expenses, if any. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor needs to be ratified by the Members of the Company.

None of the Directors, Manager and Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution as set out at Item No. 9 of this Notice.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 9 of the accompanying Notice for the approval of the Members.

Registered Office:

H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710
CIN:L45309MH2004PLC147531
Website: www.rcom.co.in

Place: Navi Mumbai
Date : August 8, 2014

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

Prakash Shenoy
Company Secretary
ACS No. 14026



Communications

Reliance Communications Limited

Registered Office: H Block, 1st Floor
Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710
Phone: +91 22 3038 6286 Fax: +91 22 3037 6622
E-mail id: RCOM.Investors@relianceada.com
Website: www.rcom.co.in
CIN: L45309MH2004PLC147531

Despatch No.

Postal Ballot No.

POSTAL BALLOT FORM

1 Name and registered address of :
the sole / first named Member
(IN BLOCK LETTERS)

2 Name(s) of the Joint :
Member(s), if any.
(IN BLOCK LETTERS)

3 Registered Folio Number / :
DP ID No. / Client ID No. *

4 Number of Shares held :

(*Applicable to investors holding shares in dematerialised form)

I / We, hereby exercise my / our vote in respect of the following Resolution(s) to be passed through Postal Ballot for the Special Business stated in the Notice dated August 8, 2014 of Reliance Communications Limited (the "Company") by sending my / our assent **(FOR)** or dissent **(AGAINST)** to the said resolutions by placing the tick mark (✓) at the appropriate column below:

Item (Resolution) No.	Description	No. of equity share(s) held	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1	Ordinary Resolution to appoint Prof. J. Ramachandran as an Independent Director.			
2	Ordinary Resolution to appoint Shri Deepak Shourie as an Independent Director.			
3	Ordinary Resolution to appoint Shri A. K. Purwar as an Independent Director.			
4	Ordinary Resolution to appoint Shri R. N. Bhardwaj as an Independent Director.			
5	Ordinary Resolution to appoint Smt. Manjari Kacker as a Director.			
6	Special Resolution for Private Placement of Non-Convertible Debentures.			
7	Special Resolution for borrowing limits of the Company.			
8	Special Resolution for creation of charge / mortgage on assets of the Company.			
9	Ordinary Resolution to approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015.			

Place :

Date :

(Signature of Member)

E-mail: _____

Tel. No. / Mobile No: _____

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User ID	Password

NOTE: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. A Member desirous of exercising her / his vote by Postal Ballot may complete this Postal Ballot Form and send it to the following address of the Scrutinizer by post / courier.

Shri Anil Lohia
Scrutinizer for Postal Ballot
Reliance Communications Limited
C/o. Karvy Computershare Private Limited,
Madhura Estate, Municipal No. 1-9 / 13 / C, Plot No. 13 and 13C, Madhapur Village,
Hyderabad 500 081

2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
3. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in his absence, by the next named Member.
4. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
5. The Scrutinizer's decision on the validity of the Postal Ballot / e-voting will be final.
6. The Postal Ballot / e-voting shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on September 15, 2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received. The Scrutinizer will submit his report to the Chairman appointed by the Board after completion of the scrutiny and the results of postal ballot will be announced on or before September 16, 2014, at the Registered Office of the Company at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710.
8. In case of Shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorised signatories. (It is required only, in case the signatories are other than the signatories whose specimen signatures are registered with the Company / R&T viz. - Karvy Computershare Private Limited, Madhura Estate, Municipal No. 1-9 / 13 / C, Plot No. 13 and 13C, Madhapur Village, Hyderabad 500 081).
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on July 25, 2014.
10. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
12. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Members may contact Karvy Computershare Private Limited ("Karvy"), the Company's Registrar and Transfer Agents, Madhura Estate, Municipal No. 1-9 / 13 / C, Plot No. 13 and 13C, Madhapur Village, Hyderabad 500 081 or on Tel: +91 40 40308000; Toll Free No. 1800 4250 999 / E-mail: Rcom@karvy.com.
13. The Shareholders can opt for any one mode of voting. In case, shareholder(s) cast vote by sending physical form as well as vote through e-voting, then voting done through physical form shall prevail and voting done by e-voting shall be treated as invalid.
14. **Voting through electronic mode**

The Company is pleased to offer e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional. The procedure and instructions for the same are as follows:

- i) Open your web browser during the voting period and navigate to "https://evoting.karvy.com".
- ii) Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your folio / DP Client ID will be your User-ID.

User - ID	For Members holding shares in Demat Form:- Event number followed by NSDL:- 8 Character DP ID followed by 8 Digits Client ID For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. **1800 4250 999** for any further clarifications.
- iv) Members can cast their vote online from September 9, 2014 @ 10.00 a.m to September 11, 2014 @ 6.00 p.m.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-voting platform**. System will prompt you to change your password and update any contact details like mobile #, email ID etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e. '**Company Name**'.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and have cast your vote earlier for any company, then your exiting login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If the shareholder do not want to cast, select 'ABSTAIN'.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant board resolution / Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at anilglohia@gmail.com with copy marked to evoting@karvy.com. The file scanned image of the Board resolution / Authority letter should be in the naming format "Corporate Name Event no."