

May 26, 2024

**The General Manager**  
**Corporate Relationship Department**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai 400 001  
**BSE Scrip Code: 532712**

**The Manager**  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block  
Bandra - Kurla Complex, Bandra (East)  
Mumbai 400 051  
**NSE Symbol: RCOM**

Dear Sir,

**Sub: Secretarial Compliance Report for the financial year ended March 31, 2024**

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Secretarial Compliance Report for the financial year ended March 31, 2024, issued by M/s. Ashita Kaul & Associates, Practicing Company Secretary.

This is for your information and records.

Thanking you.

Yours faithfully,  
For **Reliance Communications Limited**

**Rakesh Gupta**  
**Company Secretary**

Encl.: as above

*(Reliance Communications Limited is under corporate insolvency resolution process pursuant to the provisions of the Insolvency and Bankruptcy Code, 2016. With effect from June 28, 2019, its affairs, business and assets are being managed by, and the powers of the board of directors are vested in, the Resolution Professional, Mr. Anish Niranjana Nanavaty, appointed by Hon'ble National Company Law Tribunal, Mumbai Bench, vide order dated June 21, 2019 which was published on the website of the Hon'ble National Company Law Tribunal, Mumbai Bench on June 28, 2019).*

**Registered Office:**



# Ashita Kaul & Associates

Practicing Company Secretary  
+91 9892332128 | ashkaules@gmail.com

## ANNUAL SECRETARIAL COMPLIANCE REPORT OF RELIANCE COMMUNICATIONS LIMITED FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2024

[Pursuant to Regulation 24A (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended Read with Circular No. CIR/CFD/CMDI/27 /2019, dated 08/02/2019, issued by Securities and Exchange Board of India]

To,

The Members,  
**Reliance Communications Limited**  
H Block, 1st Floor,  
Dhirubhai Ambani Knowledge City,  
Navi Mumbai – 400 710.

We, Ashita Kaul & Associates Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **Reliance Communications Limited (“the listed entity”)**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification

for the financial year ended 31st March 2024 (“**Review Period**”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not Applicable**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- **Not Applicable**;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and Other applicable regulations and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

In terms of the NSE Circular No: NSE/CML/2023/30 dated 10th April, 2023 and the BSE Circular No: 20230410-41 dated 10th April, 2023, and amendments therein, our affirmations, is appended as below:

### Additional Affirmations:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial standard:</u>  The Compliance of listed entities are in accordance with the Secretarial Standards issued by the Institute of Company Secretaries of India.	Yes	Refer below Note I
2	<u>Adoption and timely updation of the policies:</u> <ul style="list-style-type: none"><li>• All applicable policies under SEBI regulations are adopted with the approval of board of directors of the listed entities.</li><li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes	The Company has adopted the applicable polices in conformity with the Regulations as much as practically possible. As Listed Entity is under corporate insolvency resolution process (CIRP)



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3.	<p><u>Maintenance and disclosure on Website:</u></p> <ul style="list-style-type: none"><li>• The listed entity is maintaining a functional website.</li><li>• Timely dissemination of the documents/information under separate section on website.</li><li>• Web-links provided in annual corporate governance reports under Regulation 27 (2) are accurate and specific which re-directs to the relevant documents/section of the website.</li></ul>	Yes	-
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the company are disqualified under section 164 of companies Act,2013</p>	Yes	Refer below note II.
5.	<p><u>To examine details related to subsidiaries of listed entites:</u></p> <ul style="list-style-type: none"><li>a) Identification of material subsidiary companies.</li><li>b) Requirements with respect to disclosure of material as well as other subsidiaries.</li></ul>	Yes	-
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR regulations, 2015.</p>	Yes	-
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the committees at the start of every financial year as prescribed in SEBI regulations.</p>	NA	Refer below Note I



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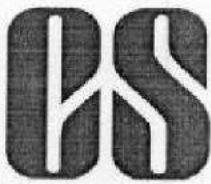
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8.	<p><u>Related Party Transactions:</u></p> <p>a) The listed entity has obtained prior approval of Audit Committee for all related party transactions.</p> <p>b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the audit committee.</p>	<p>a) Yes</p> <p>b) NA</p>	Refer below Note I
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosures under regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) and 3(6) SEBI (Prohibition of Insider Trading), Regulations 2015.</p>	Yes	-
11.	<p><u>Actions taken by SEBI or stock exchange, if any:</u></p> <p>No actions taken against the listed entity/its investment manager/directors/subsidiaries either by SEBI or by stock exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.</p>	NA	-
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note.</p>	Yes	-



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**Note I:** Listed Entity is under corporate insolvency resolution process (CIRP) pursuant to the provisions of the Insolvency and Bankruptcy Code, 2016. With effect from June 28, 2019, its affairs, business and assets are being managed by, and the powers of the board of directors are vested in, the Resolution Professional (RP), Mr. Anish Niranjana Nanavaty, appointed by Hon'ble National Company Law Tribunal, Mumbai Bench, vide its order dated June 21, 2019.

**Note II:** Listed Entity has not received annual disclosures as required under section 164(2) of the Companies Act, 2013 from Shri Anil D Ambani, Smt. Manjari Kacker, Smt. Ryna Karani, Smt. Chhaya Virani and Shri Suresh Rangachar, Directors of the Company.

**Note III:** In FY 2019-20, Shri Anil D Ambani, Smt. Chhaya Virani and Smt. Manjari Kacker had resigned with effect from 15th November, 2019; Smt. Ryna Karani has resigned with effect from 14th November, 2019 and Shri Suresh Rangachar had resigned with effect from 13th November, 2019 as Directors of the Company. Certain directors being Shri Anil D Ambani, Shri Suresh Rangachar and Smt. Manjari Kacker also filed their respective DIR-11 forms with the Registrar of Companies. The aforementioned resignations were put up to the CoC of the Company for their consideration in accordance with Section 28(1)(j) of the Code. However, CoC of the Company at its meeting held on November 20, 2019 considered the resignations tendered by the above directors and expressed a unanimous view that the resignations cannot be accepted and instructed the Resolution Professional to convey to the directors to continue with their duties and responsibilities as directors and provide all cooperation in the Corporate Insolvency Resolution Process, at least until the completion of the Corporate Insolvency Resolution Process of the Company.

We further report that during the Review Period:

- a) The provisions of Para 6(A) and 6(B) of SEBI Circular CIR/CFD/CMDI/114/2019 dated October 18, 2019, were not applicable to the listed entity



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b) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under expect in respect of matters specified below:

Sr. No.	Compliance Requirements (Regulation/ Circulars/ Guidelines)	Regulation/ Circular Numbers	Deviation	Action taken by	Type of Action	Details of violation	Fine Amount	Observation/ Remarks	Management Response	Remark
1.	Submission of the Shareholding Pattern under Regulation 31 of SEBI (LODR) Regulations 2015	Regulation 31 of SEBI (LODR) Regulations 2015	Delay of 6 days in submission of Shareholding Pattern for the quarter ended June 30, 2023	National Stock Exchange of India Limited and BSE Limited	Fine Imposed	Violation of Regulation 31 of SEBI (LODR) Regulation 2015 for filing.	National Stock Exchange of India Limited :- Rs. 8,000/- and BSE Limited:- Rs. 8,000/- Total- Rs. 16,000/-	As informed and confirmed from the management the Listed Entity has made payment of requisite fine in terms of Circular No. SEBI/HO/CFD/CMDICI R/P/2020/12 dated January 22, 2020	The management of the Listed Entity has made payment of requisite fine in terms of Circular No. SEBI/H O/ CFD/CMDI CI R/P/2020/12 dated January 22, 2020	-



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c) The listed entity has taken the following actions to comply with the observation made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of The Practicing Company Secretary	Management Response	Remarks
NA										

Date: 21/05/2024  
Place: Thane  
UDIN: F006988F000411348



For Ashita Kaul & Associates  
Company Secretaries

Proprietor  
FCS 6988/ CP 6529  
Peer Review No. 1718/2022





# Ashita Kaul & Associates

Practicing Company Secretary  
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## Annexure A

To,  
The Members,  
Reliance Communications Limited  
H Block, 1st Floor,  
Dhirubhai Ambani Knowledge City,  
Navi Mumbai – 400 710.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Listed Entity. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. Some part of Audit was conducted offline. We have also conducted online verification and examination of the relevant documents and records as facilitated by the listed entity for the purpose of issuing this Annual Secretarial Compliance Report. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of SEBI laws, rules, regulation and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of compliance done by the listed entity.
6. The Annual Secretarial Compliance Report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 21/05/2024  
Place: Thane  
UDIN: F006988F000411348



For Ashita Kaul & Associates  
Company Secretaries

Proprietor  
FCS 6988/ CP 6529  
Peer Review No. 1718/2022