

Reliance Communications Limited

Notice

Notice is hereby given that the 18th Annual General Meeting (**AGM**) of the Members of **Reliance Communications Limited** ("**Company**" or "**RCOM**"), a company undergoing corporate insolvency resolution process under the provisions of the Insolvency and Bankruptcy Code, 2016, will be held on Saturday, September 24, 2022 at 11.30 A.M. (IST) through Video Conference (VC) / Other Audio Visual Means (OAVM) to transact the business as herein contained;

Background:

Pursuant to an application filed by Ericsson India Pvt. Ltd before the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**") in terms of Section 9 of the Insolvency and Bankruptcy Code, 2016 read with the rules and regulations framed thereunder ("**Code**"), the NCLT had admitted the application and ordered the commencement of corporate insolvency resolution process ("**CIR process**" or "**CIRP**") of the Company vide its order dated May 15, 2018 ("**Admission Order**"). The Hon'ble NCLT had, pursuant to the Admission Order, appointed an Interim Resolution Professional ("**IRP**") for the Company vide its order dated May 18, 2018. In terms of the Admission Order, *inter alia*, the management of the affairs of the Company was vested in the IRP.

Subsequently, the Hon'ble National Company Law Appellate Tribunal ("**NCLAT**"), while adjudicating upon an appeal preferred against the Admission Order, vide its order dated May 30, 2018, *inter alia*, stayed the Admission Order and allowed the management of the Company to function ("**Stay Order**"). On April 30, 2019, the NCLAT, upon allowing the withdrawal of the aforesaid appeal, vacated all interim orders including the Stay Order. The NCLT, vide order May 7, 2019, directed the IRP to proceed in the CIRP of the Company. Upon vacation of the Stay Order and the aforesaid order of the NCLT, the CIR process of the Company re-commenced.

Thereafter, the Committee of Creditors ("**COC**") of the Company resolved with the requisite voting share, to replace the IRP with Mr. Anish Niranjana Nanavaty, as the resolution professional for the Company ("**RP**" or "**Resolution Professional**"). Subsequently, the Hon'ble NCLT has appointed Mr. Anish Niranjana Nanavaty as the RP for the Company vide its order dated June 21, 2019, which was published on June 28, 2019. Accordingly, the management of the Company vests in the RP during the continuance of the CIR process period of the Company.

In accordance with the provisions of the Code, various resolution plans in respect of the Company were received by the RP. The COC, in their meeting held on March 02, 2020, has approved the Resolution Plan submitted by UV Asset Reconstruction Company Limited ("**Resolution Plan**") which was subsequently submitted to the Hon'ble NCLT on March 6, 2020 in accordance with Section 30(6) of the Code. The same continues to remain sub-judice with the Hon'ble NCLT.

In view hereof, this Annual General Meeting is being called and convened.

Ordinary Business:

1. To consider and adopt:
 - a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2022 and the reports of the Directors and Auditors thereon, and

- b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2022 and the report of the Auditors thereon.
2. To appoint Shri Punit Garg (DIN: 00004407), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Punit Garg (DIN: 00004407), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

(His appointment is a part of compliance with section 152(6) of the Companies Act, 2013. However, the powers of the Board shall continue to remain suspended during the continuance of CIR Process. The tenure of directors will be subject to the terms of the Resolution Plan as may be approved by the NCLT in terms of Section 31 of the Code).

Special Business:

3. **Ratification of remuneration payable to Cost Auditor for the financial year ending March 31, 2023.**

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

"RESOLVED THAT a fee of ₹ 50,000 (Rupees fifty thousand only) excluding tax and out of pocket expenses, if any, for the financial year 2022-23 payable to M/s. N. Ritesh and Associates, Cost Accountants (Firm Registration Number R100675), appointed by the Resolution Professional as the Cost Auditors of the Company, based on recommendations of the Audit Committee and the Directors, for auditing the cost accounting records of the Company for the financial year ending March 31, 2023 be and is hereby ratified pursuant to the provisions of 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).

RESOLVED FURTHER THAT the Resolution Professional of the Company or any other persons exercising the powers of the Board of Directors in terms of the Resolution Plan approved by the NCLT, directly or through any person authorized in this behalf be and are hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **Re-appointment of Shri Vishwanath Devaraja Rao as Executive Director.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being

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in force), listing regulations, the Articles of Association of the Company and subject to such other sanctions / consents / approvals as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Shri Vishwanath Devaraja Rao, Chief Financial Officer of the Company, as a Whole-time Director designated as an Executive Director of the Company for a period of three years commencing from November 19, 2022 as per the terms and conditions including the remuneration as set out in the statement annexed to this notice, with liberty to the Committee of Creditors/Resolution Professional of the Company or any other persons exercising the powers of the Board of Directors in terms of the Resolution Plan approved by the NCLT, directly or through any person authorized in this behalf to alter and vary the terms and conditions of said appointment including the remuneration payable to him during the tenure of his appointment in accordance with applicable law such that the remuneration payable to him shall not exceed the limits specified in the Act read with Schedule V to the Act as amended from time to time.

RESOLVED FURTHER THAT the Resolution Professional of the Company, subject to the approval of Committee of Creditors, be and is hereby authorized to increase the remuneration payable to Shri Vishwanath Devaraja Rao during tenure of his appointment based on his performance and the performance of the Company.

RESOLVED FURTHER THAT the Resolution Professional of the Company or any other persons exercising the powers of the Board of Directors in terms of the Resolution Plan approved by the NCLT, directly or through any person authorized in this behalf, be and is hereby authorized to do all such acts, deeds, attend to such matters and things and take all steps as may be necessary, proper and expedient to give effect to this resolution."

For **Reliance Communications Limited**
(Company under Corporate Insolvency Resolution Process)

Rakesh Gupta
Company Secretary & Compliance Officer
(Membership No.: F5951)

Registered Office:

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

Date : August 12, 2022

Notes:

- Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") relating to item of Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
- The Ministry of Corporate Affairs ("MCA") has vide its circulars dated May 05, 2020 read with circulars dated April 8, 2020, April 13, 2020 and May 05, 2022 (collectively referred to as "MCA Circulars") permitted the

holding of the "AGM" through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, the Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM.

- The AGM is being held pursuant to the MCA Circulars and SEBI Circular dated May 13, 2022, through VC / OAVM and physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
- Re-appointment of Director:**

At the ensuing AGM, Shri Punit Garg, Director of the Company shall retire by rotation under the provisions of the Act and being eligible, offers himself for re-appointment.

The Resolution Professional of the Company (having the powers of the board of directors of the Company) basis the recommendation provided by the Directors of the Company in their meeting dated May 28, 2022 hereby proposes the reappointment of Shri Punit Garg.

The details pertaining to Shri Punit Garg pursuant to the requirements of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are furnished hereunder:

Shri Punit Garg, 57 years, a qualified Engineer, is part of senior management team of Reliance Group since 2001. He has held several positions in the Company, including CEO of Indian and Global Enterprise Business, Corporate Strategy and Regulatory Affairs of the Company. With rich experience of over 35 years, Shri Garg has created and led billion dollar businesses. As a visionary, strategist and team builder he has driven profitable growth through innovation and operational excellence. He was President, Telecom Business of the Company and elevated to the Board as Non-Executive Director of the Company before resigning as Executive Director of the Company on April 05, 2019.

He is also on the Board of Reliance Infrastructure Limited, BSES Yamuna Power Limited and BSES Rajdhani Power Limited.

Shri Garg is a member of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company.

He is holding one equity share of the Company as on March 31, 2022.

He does not hold any relationship with other Directors, Key Managerial Personnel and Resolution Professional of the Company. Except Shri Punit Garg, none of the Director / Key Managerial Personnel and Resolution Professional of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 2 of this Notice.

- In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through

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- electronic mode to those Members whose email addresses are registered with the Company/ Kfintech or Central Depository Services (India) Limited (CDSL)/ National Securities Depositories Limited (NSDL) ("Depositories"). Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at www.rcom.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and also on the website of KFin Technologies Limited (formerly known as KFin Technologies Private Limited) ("KFinTech") at www.kfintech.com.
6. Members whose email address is not registered can register the same in the following manner so that they can receive all communications from the Company electronically:
 - a. Members holding share(s) in physical mode can register their e-mail ID on the Company's website at <https://www.rcom.co.in/investor-relations/shareholder-registration> by providing the requisite details of their holdings and documents for registering their e-mail address; and
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.
 7. The Company has engaged the services of KFinTech, as the authorized agency for conducting e-AGM and providing e-voting facility.
 8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 10. Relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members.
 11. Members are advised to refer to the section titled "Investor Information" provided in the Annual Report.
 12. Members are requested to fill in and submit online Feedback Form provided in the 'Investor Relations' section on the Company's website www.rcom.co.in to aid the Company in its constant endeavour to enhance the standards of service to investors.
 13. **Instructions for attending the AGM and e-voting are as follows:**
 - a. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. Saturday, September 17, 2022 only shall be entitled to avail the facility of remote e-voting / e-voting at the AGM. KFinTech will be facilitating remote e-voting to enable the Members to cast their votes electronically. Members can cast their vote online from 10.00 A.M. (IST) on Tuesday, September 20, 2022 to 5.00 P.M. (IST) on Friday, September 23, 2022. At the end of remote e-voting period, the facility shall forthwith be blocked.
 - b. Pursuant to SEBI circular No. SEBI/ HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", which is effective from June 9, 2021, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
 - c. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
 - d. The voting rights of the Members shall be in proportion to the number of share(s) held by them in the equity share capital of the Company as on the cut-off date being Saturday, September 17, 2022.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
 - e. Any person holding shares in physical form and non individual shareholders, who become a member of the Company after sending of the Notice and hold shares as of the cut-off date, may obtain the login ID and password by sending a request to KFinTech at praveendmr@kfintech.com. However, if he/she is already registered with KFinTech for remote e-Voting, then he/she can use his/her existing User ID and password for casting the e-vote.
 - f. In case of Individual Members holding securities in demat mode and who become a member of the Company after sending of the Notice and hold share(s) as of the cutoff date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
 - g. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
 - h. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

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Part A – E-voting

1. Access to Depositories e-Voting system in case of individual members holding shares in demat mode.

Type of shareholders	Login Method
Securities held in demat mode with NSDL	<p>1. User already registered for IDEAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDEAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" Click on company name or e-Voting Service Provider (ESP) and you will be re-directed to the ESP's website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDEAS e-Services</p> <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select "Register Online for IDEAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will be requested to select the name of the Company and the ESP, i.e. KFinTech. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.
Securities held in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi / Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile Number & Email address as recorded in the demat Account. After successful authentication, user will be provided with the link for the respective ESP i.e. KFinTech where the e-Voting is in progress.
Login through their demat accounts/ Website of Depository Participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or ESP – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

2. Access to KFinTech e-Voting system in case of shareholders holding shares in physical form and non-individual shareholders in demat mode.

(a) Members whose email IDs are registered with the Company/ DPs, will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Reliance Communications Limited- AGM' and click on "Submit"
 - vii. On the voting page, enter the number of share(s) (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option
- ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote.
 - xii. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - xiii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer's email id scrutinizerag@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(b) Members whose email IDs are not registered with the Company/DPs, and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Temporarily get their email address and mobile number provided with KFinTech, by sending an e-mail to evoting@kfintech.com. Members are requested to follow the process as guided to capture the email address and mobile number for

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sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Part B – Access to join virtual meetings (e-AGM) of the Company on Kfintech system to participate in e-AGM and vote thereat.

Instructions for all the shareholders for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ Kfintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the time scheduled for the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid difficulties.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at <https://evoting.kfintech.com/>. Queries received by the Company till Wednesday, September 21, 2022 (5.00 P.M. IST) shall only be considered and responded during the AGM.

- vi. The members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the e-AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
- vii. A member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
- viii. Facility of joining the AGM through VC / OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Resolution Professional, Advisors of Resolution Professional and Auditors are not restricted on first come first serve basis.
- ix. The members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit and login through the user id and password provided by Kfintech. On successful login, select 'Speaker Registration'. The Company reserves the right to restrict the speakers at the AGM to only those members who have registered themselves, depending on the availability of time for the AGM.
- x. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or at evoting@kfintech.com or call Kfintech's toll free no. 1800-309-4001.
- xi. In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

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- xii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1800-309-4001 or write to them at evoting@kfinotech.com.
14. The Resolution Professional on the recommendation of Directors of the Company has appointed Mr. Anil Lohia, Partner or in his absence Mr. Khushit Jain, Partner, M/s. Dayal and Lohia, Chartered Accountants as the Scrutiniser to scrutinise the voting process in a fair and transparent manner. The Scrutiniser will submit their report to the Resolution Professional or any other person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at www.rcom.co.in and also on the website of KFinTech at <https://evoting.kfinotech.com>.
15. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / e-voting user manual available through a dropdown menu in the "Downloads" section of KFin website for e-voting: <https://evoting.kfinotech.com> or contact "KFin", (Unit: Reliance Communications Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 at phone no. 1-800-309-4001 (toll free).

Statement pursuant to Section 102(1) of the Companies Act, 2013 and pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the accompanying Notice dated August 12, 2022

Item No. 3

Ratification of Remuneration payable to Cost Auditor

The appointment and remuneration of M/s. N. Ritesh and Associates, Cost Accountants (Firm Registration No. R100675) as the Cost Auditor to audit the cost accounting records of the Company for the financial year ending March 31, 2023, at a remuneration of ₹ 50,000 (Rupees fifty thousand only), excluding tax and out of pocket expenses, if any, was approved by the Resolution Professional (having the powers of the board of directors of the Company), based on the recommendations of the Audit Committee and the Directors of the Company at their meeting held on August 12, 2022.

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 the Cost Auditor needs to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel and Resolution Professional and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item no. 3 of this Notice, except to the extent of their shareholding in the Company.

Based on the recommendation of the Audit Committee and the Directors of the Company, as noted and taken on record by the Resolution Professional, the said Ordinary Resolution set out at Item No. 03 of the accompanying Notice is recommended for the approval of the Members.

Item No. 4

Re-appointment of Shri Vishwanath Devaraja Rao as Executive Director.

As the Company is under Corporate Insolvency Resolution Process, Shri Vishwanath Devaraja Rao (DIN:08607657), whose appointment as an Additional Director and designated as Whole-Time Director and Chief Financial Officer was approved by the Committee of Creditors of the Company in terms of Section 28 of the Insolvency and Bankruptcy Code, 2016, in its meeting held on November 13, 2019 and Shri Vishwanath Devaraja Rao, chief financial officer, was appointed as a Whole-time Director designated as an Executive Director and Chief Financial Officer of the Company, by the members of the Company in their annual general meeting held on September 26, 2020, for a period of three years effective November 19, 2019 whose term expires on November 18, 2022. His appointment and remuneration had been approved by the Committee of Creditors. The notice period of Shri Vishwanath Devaraja Rao was 3 months.

As per provisions of the Companies Act, 2013 ("the Act"), the tenure of office of Shri Vishwanath Devaraja Rao as Whole-time Director designated as an Executive Director and Chief Financial Officer of the Company expires on November 18, 2022. Re-appointment of Shri Vishwanath Devaraja Rao for further term of 3 years is proposed for the approval of Members of the Company on the same remuneration and term and conditions as already approved by Committee of Creditors and Members of the Company for the previous term of appointment with liberty to the Committee of Creditors/Resolution Professional of the Company or any other persons exercising the powers of the Board of Directors in terms of the Resolution Plan approved by the NCLT, directly or through any person authorized in this behalf to alter and vary the terms and conditions of said appointment

including the remuneration payable to him during the tenure of his appointment.

Shri Vishwanath Devaraja Rao has given his consent for the re-appointment at the ensuing Annual General Meeting and has also confirmed that he is not in any way disqualified from appointment as per the provisions of the Act.

Shri Vishwanath Devaraja Rao is functioning in a professional capacity and he does not have any interest in the capital of the Company or in any of its subsidiary companies either directly or indirectly or through any other statutory structures. He is not related to the Directors, Promoters or Key Managerial Personnel of the Company or any of its subsidiaries at any time during the last two years before his re-appointment except he is a Director in Globalcom Mobile Commerce Limited, a wholly owned subsidiary of the Company.

Shri Vishwanath Devaraja Rao fulfils the conditions for eligibility of the appointment as contained in Part I of Schedule V of the Act.

The details pertaining to Shri Vishwanath Devaraja Rao pursuant to the requirements of Schedule V of the Act, Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings are given as under:

General Information:

- (i) **Nature of industry** – Telecom
- (ii) **Date or expected date of commencement of commercial production:** – July 15, 2004
- (iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** – Not Applicable.
- (iv) **Financial performance based on given indicator (Continuing Operation)**

(₹ in crore)

Particular (Standalone)	2021-22	2020-21	2019-20
Total Income	349	483	818
Profit before Tax	(262)	(252)	(16,863)
Provision for Tax	-	-	-
Profit /(Loss) After Tax	(262)	(252)	(16,863)

- (v) **Foreign investments or collaborations, if any** – None.

The foreign shareholding was 2.26% as on March 31, 2022.

Information about the appointee:

- (i) **Background details:**

Shri Vishwanath Devaraja Rao, aged 63 years, is a member of The Institute of Chartered Accountants of India, with a degree in Commerce. He was Joint President of Reliance Communications Limited. He has over 39 years of experience. He is with Reliance Group since more than

Reliance Communications Limited

Notice

20 years. He has varied and rich experience in corporate, finance and managerial functions. Prior to Reliance, he has also worked in PepsiCo India, Hindustan Unilever and other listed companies handling accounts and finance functions.

(ii) Past remuneration:

In the financial year 2021-22, the total remuneration paid to Shri Vishwanath Devaraja Rao as Whole-Time Director and Chief Financial Officer of Reliance Communications Limited was as follow:

₹ In Crore

Fixed Component (Including contribution to PF and Provision of Gratuity which shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013)	1.56
Perquisites (shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013)	0.06
Total Remuneration paid	1.62

(iii) Recognition or awards:

Nil.

(iv) Job profile and his suitability:

As Shri Vishwanath Devaraja Rao has the requisite professional qualification and experience, he is eminently suited for the position.

(v) Remuneration proposed:

The proposed remuneration is same as mentioned in above table of past remuneration which was approved by the Committee of Creditors and members of the company for his previous term of appointment. Shri Vishwanath Devaraja Rao is entitled for annual increment, as may be decided by the Committee of Creditors based on his performance and the performance of the Company and as per the Company Policy.

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The remuneration proposed to the appointee is comparable with persons holding similar positions in the industry. The proposed remuneration is commensurate to the size and operation of the Company.

(vii) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any – None

Other information:

(i) **Reasons of loss or inadequate profits** – The Corporate Insolvency Resolution Process of the Company resumed from April 30, 2019 and the Company has further suffered loss during the year owing to drop in revenues, decline in EBITDA margin for the year and provision for liability on

account of license and spectrum fees pursuant to the order of Hon'ble Supreme Court.

(ii) Steps taken or proposed to be taken for improvement

– At present your Company is under corporate insolvency and resolution process (CIRP). The Resolution Professional is endeavoring to operate the business of the company in most beneficial manner for the company's long term sustainability and growth.

(iii) Expected increase in productivity and profits in measurable terms – Same as above point no. (ii).

(iv) Particulars of remuneration to Shri Vishwanath Devaraja Rao in terms of Schedule V has been provided under the Corporate Governance report forming part of this Annual Report.

Disclosures

The disclosures required under Schedule V of the Act have been incorporated in the Directors' Report under Corporate Governance section.

Shri Rao is also a Director in Globalcom Mobile Commerce Limited, a wholly owned subsidiary of the Company as the Non Executive Director.

Further, Shri Rao is a member of the Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.

Shri Rao does not hold any share in the Company as on March 31, 2022.

He does not hold any relationship with other Directors and Key Managerial Personnel of the Company.

Shri Rao will be liable to retire by rotation in accordance with the provisions of the Act. The relatives of Shri Rao may be deemed to be interested in the resolution set out in Item No. 4 of the Notice, to the extent of their equity shareholding interest, if any, in the Company.

Save and except Shri Vishwanath Devaraja Rao none of the Directors, Key Managerial Personnel and Resolution Professional of the Company and their relatives are, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Resolution Professional based on the recommendation of Directors, recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

For **Reliance Communications Limited**
(Company under Corporate Insolvency Resolution Process)

Rakesh Gupta
Company Secretary & Compliance Officer
(Membership No.: F5951)

Registered Office:

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CIN:L45309MH2004PLC147531
Website: www.rcom.co.in
Date: August 12, 2022