



Reliance Communications Limited
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June 24, 2016

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001
Fax No.: 2272 2037/39/41/61/3121/3719

The Manager
National Stock Exchange of India Ltd.
Exchange Plaza, C/1, Block G
Bandra - Kurla Complex, Bandra (East)
Mumbai 400 051
Fax No.: 2659 8237 / 38/8347/48 /
66418124/25/26

BSE Scrip Code: 532712

NSE Symbol: RCOM

Dear Sir,

Sub: **Scheme of Arrangement.**

We wish to inform you that the Board of Directors at its meeting held today has approved a Scheme of Arrangement between the Company and Reliance Telecom Limited (RTL), a wholly owned subsidiary of the Company, for demerger of Telecom Undertaking consisting of 5 License Service Area of RTL into the Company, subject to requisite approvals.

We enclose herewith the information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD/4/2015 dated September 9, 2015, in the prescribed format.

We request you to inform your members accordingly.

Thanking you.
Yours faithfully
For **Reliance Communications Limited**

Prakash Shenoy
Company Secretary

Encl: As above.

Disclosure of events and information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no CIR/CFD/CMD/4/2015 September 9, 2015.

a. Brief details of the division(s) to be demerged:

Scheme of Arrangement between the Company and Reliance Telecom Limited (RTL), a wholly owned subsidiary of the Company, for demerger of Telecom Undertaking consisting of 5 License Service Area of RTL pursuant to the Scheme of Arrangement under Sections 391-394 of the Companies Act, 1956.

b. Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year:

Particulars	Turnover	% to the total turnover of RCom
Revenue	Rs.2075 crore	9.56%

c. Rationale for demerger:

Reliance Telecom Limited (RTL) is a wholly owned subsidiary (WOS) of the Company. RTL holds Unified license (UL) in 7 License Service Area (LSA) namely, Assam, Bihar (including Jharkhand), Himachal Pradesh, Madhya Pradesh (including Chhattisgarh), Orissa, North East and West Bengal. RTL also holds Unified Access Service License (UASL) in LSA of Kolkata. UL and UASL are issued by Department of Telecommunication (DoT), Ministry of Communication & IT, Government of India.

RTL is demerging 5 LSA namely Bihar (including Jharkhand), Himachal Pradesh, Madhya Pradesh (including Chhattisgarh), Orissa and West Bengal including assets and liabilities of said Telecom Undertaking into the Company to enable seamless experience to customers by combining 3G and 4G / LTE Network resources and platform under single license per LSA, as well as for compliance of applicable Regulations. The Company will also benefit in maximization of synergies in operational process, logistics alignment leading to economies of scale and enhanced customer experience.

d. Brief details of change in shareholding pattern (if any) of all entities:

There is no change in shareholding pattern of the Company and RTL pursuant to the Scheme of Arrangement.

e. In case of cash consideration – amount or otherwise share exchange ratio:

Not Applicable. The transferee company is not paying any cash consideration or issuing any shares under the Scheme.

f. Whether listing would be sought for the resulting entity.

Not applicable as the resulting entity (i.e. the Company) is already listed.