

**RELIANCE**

Communications

# Annual Report 2019-20

## **Profile**

Reliance Communications Limited (RCOM), together with its subsidiary Globalcom IDC Limited, is a telecommunication service provider with businesses including India Data Center Business and India National Long Distance business. RCOM conducts a substantial portion of its business through subsidiary companies, including Globalcom IDC Limited and Reliance Infratel Limited.

| Board of Directors  | Contents  | Page No. |
|---|---|----------|
| Shri Anil Dhirubhai Ambani – Chairman   | Notice of Annual General Meeting .....  | 4        |
| Smt. Manjari Kacker   |   |          |
| Smt. Ryna Karani  | Directors' Report .....   | 10       |
| Smt. Chhaya Virani  |   |          |
| Shri Suresh Rangachar   | Management Discussion and Analysis .....  | 22       |
| Shri Punit Garg   |   |          |
| Shri Vishwanath Devaraja Rao – Executive Director and Chief Financial Officer | Corporate Governance Report .....   | 26       |
|   |   |          |
| <b>Company Secretary and Compliance Officer</b>                               | Investor Information .....  | 44       |
| Shri Rakesh Gupta   | Certificate on Corporate Governance by practicing Company Secretary .....   | 57       |
|   |   |          |
| <b>Auditors</b>   | Independent Auditors' Report on Standalone Financial Statements .....   | 59       |
| M/s. Pathak H. D. & Associates  |   |          |
|   |   |          |
| <b>Registered Office</b>  | Balance Sheet .....   | 72       |
| H Block, 1 <sup>st</sup> Floor  |   |          |
| Dhirubhai Ambani Knowledge City   | Statement of Profit and Loss .....  | 73       |
| Navi Mumbai 400 710   |   |          |
| CIN: L45309MH2004PLC147531  | Statement of Changes in Equity .....  | 74       |
| Tel.: +91 22 3038 6286  |   |          |
| Fax: +91 22 3037 6622   | Cash Flow Statement .....   | 75       |
| E-mail: rcom.investors@relianceada.com  |   |          |
| Website: www.rcom.co.in   | Notes to the Financial Statements .....   | 77       |
|   |   |          |
| <b>Registrar and Transfer Agent</b>   | Independent Auditors' Report on Consolidated Financial Statements .....   | 122      |
| KFin Technologies Private Limited,  |   |          |
| Unit: Reliance Communications Limited,  | Consolidated Balance Sheet .....  | 130      |
| Selenium Tower – B, Plot No. 31 & 32,   |   |          |
| Survey No. 116/22, 115/24, 115/25,  | Consolidated Statement of Profit and Loss .....   | 131      |
| Financial District, Nanakramguda,   |   |          |
| Hyderabad 500 032. Telangana  | Consolidated Statement of Changes in Equity .....   | 132      |
| Website: www.kfintech.com   |   |          |
|   | Consolidated Cash Flow Statement .....  | 133      |
|   |   |          |
| <b>Investor Helpdesk</b>  | Notes to the Consolidated Financial Statements .....  | 134      |
| Toll free no (India) : 1800 4250 999  |   |          |
| Tel. : +91 40 6716 1500   | Statement containing salient features of the financial statements of subsidiaries/ associate companies / joint ventures ..... | 189      |
| Fax : +91 40 6716 1791  |   |          |
| E-mail : rcom@kfintech.com  |   |          |

**16<sup>th</sup> Annual General Meeting on Saturday, September 26, 2020 at 12.00 noon (IST) through Video Conference (VC) / Other Audio Visual Means (OAVM)**

This Annual Report can be accessed at [www.rcom.co.in](http://www.rcom.co.in)

# Reliance Communications Limited

## Notice

Notice is hereby given that the 16<sup>th</sup> Annual General Meeting (AGM) of the Members of **Reliance Communications Limited** ("Company"), a company in Corporate Insolvency Resolution Process under the provisions of the Insolvency and Bankruptcy Code, 2016, will be held on Saturday, September 26, 2020 at 12.00 p.m. through Video Conference (VC)/ Other Audio Visual Means (OAVM) to transact the following business;

### 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 for the Company ("IRP") 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 of the insolvency application against the Company, 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. Upon vacation of the Stay Order, the CIR Process of the Company recommenced.

Thereafter, the committee of creditors 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 committee of creditors of the Company ("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 is sub-judice with the Hon'ble NCLT.

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

### Ordinary Business:

1. To consider and adopt:
  - a) the audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Directors and Auditors thereon, and
  - b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon.

2. To appoint a Director in place of Shri Punit Garg (DIN: 00004407), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

(His re-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**

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

**"RESOLVED THAT** a fee of ₹ 2.50 lakh (Rupees two lakh fifty thousand only) excluding tax and out of pocket expenses, if any, for the financial year 2020-21 payable to M/s. V. J. Talati & Co., Cost Accountants (Firm Registration Number 00213), appointed by the Resolution Professional as the Cost Auditors of the Company, based on recommendation of the Directors, for auditing the cost accounting records of the Company for the financial year ending March 31, 2021 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 thereunder (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. **Appointment of Shri Vishwanath Devaraja Rao as a Whole-Time Director and Chief Financial Officer.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the provisions of the Articles of Association of the Company and as per terms and conditions of the agreement executed with him and any other applicable provisions of law, 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

Notice

held on November 13, 2019 and such appointment is effective from November 19, 2019 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 a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act, 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 in force), 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 appointment of Shri Vishwanath Devaraja Rao as a Whole-time Director designated as an Executive Director and Chief Financial Officer of the Company for a period of three years commencing from November 19, 2019 as per the terms and conditions including the remuneration as set out in the statement annexed to this notice, with liberty to 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 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 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

**Registered Office:**

H Block, 1<sup>st</sup> Floor  
Dhirubhai Ambani Knowledge City  
Navi Mumbai 400 710  
CIN:L45309MH2004PLC147531  
Website: [www.rcom.co.in](http://www.rcom.co.in)

Date: July 31, 2020

**Notes:**

1. 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.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the Company for 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, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, 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.**
4. 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 details pertaining to Mr. Punit Garg pursuant to the requirements of Regulation 36(3) of the Listing Regulations are furnished in the Corporate Governance Report forming part of this Annual Report.
5. Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting, to M/s. KFin Technologies Private Limited (Kfintech), the Registrar and Transfer Agent, by email through its registered email address to [praveendmr@kfintech.com](mailto:praveendmr@kfintech.com).
6. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Kfintech or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website at [www.rcom.co.in](http://www.rcom.co.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Kfintech at [www.kfintech.com](http://www.kfintech.com).
7. Members whose email address is not registered can register the same in the following manner:
  - 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

## Notice

- 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.
8. The Company has engaged the services of M/s. KFin Technologies Private Limited("KFinTech"), Registrars and Transfer Agent as the authorized agency for conducting e-AGM and providing e-voting facility to the members of the Company.
9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
11. Relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members.
12. Members are advised to refer to the section titled "Investor Information" provided in this Annual Report.
13. As mandated by SEBI, effective from April 01, 2019, the securities of listed companies shall be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise share(s) held by them in physical form.
14. 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](http://www.rcom.co.in) to aid the Company in its constant endeavour to enhance the standards of service to investors.
15. **Instructions for attending the AGM and e-voting are as follows:**
  - A. **Instructions for attending the AGM:**
    1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at <https://ris.kfintech.com/vc/login2vc.aspx> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. 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 in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
    2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and Members who may like to express their views or ask questions during the AGM may register themselves at <https://ris.kfintech.com/agmvspeakerregistration>. Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.
    3. Facility of joining the AGM through VC / OAVM shall be available for 1,000 members on first come first served basis. However, the participation of members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Auditors, Resolution Professional and his advisors are not restricted on first come first serve basis.
    4. Members who need technical assistance before or during the AGM, can contact Kfintech at <https://ris.kfintech.com/agmq/aqmqa/login.aspx>
  - B. **Instructions for e-voting**
    1. In compliance with the provisions of Section 108 of the Act read with Rules made there under 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. Friday 18<sup>th</sup> September, 2020 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 22, 2020 to 5.00 P.M. (IST) on Friday, September 25, 2020. At the end of remote e-voting period, the facility shall forthwith be blocked.
    2. 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.
    3. The Members present in the AGM through VC / OAVM and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
    4. The procedure and instructions for remote e-voting are as follows:
      - a. Open your web browser during the remote e-voting period and navigate to "<https://evoting.karvy.com>".
      - b. Enter the login credentials (i.e., user-id and password) mentioned in the letter. Your Folio No. / DP ID No. / Client ID No. will be your User- ID.

|           |  |
|-----------|--|
| User – ID | For Members holding shares in Demat Form:-       |
| For NSDL  | 8 Character DP ID followed by 8 Digits Client ID |
| For CDSL  | 16 digits beneficiary ID                         |
| User – ID | For Members holding shares in Physical Form:-    |

Notice

|          |   |
|----------|---|
|          | Event Number followed by Folio No. registered with the Company  |
| Password | Your unique password is sent via e-mail forwarded through the electronic notice   |
| Captcha  | Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons |

- c. After entering these details appropriately, click on "LOGIN".
- d. 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 (@, #, \$, etc.). Kindly note that this password can be used by the Demat holders for voting in any other Company on which they are eligible to vote, provided that the other company opts for e-voting through Kfintech e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail 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.
- e. You need to login again with the new credentials.
- f. On successful login, system will prompt you to select the 'Event' i.e. 'Company Name'.
- g. 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 existing login ID and password are to be used.
- h. 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 the 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 you do not wish to vote, please select 'ABSTAIN'.
- i. 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.

- j. Once you 'CONFIRM' your vote on the Resolution whether partially or otherwise, you will not be allowed to modify your vote.

5. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board or governing body Resolution / Authorisation together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to 'evoting@karvy.com'. The file / scanned image of the Board Resolution / authority letter should be in the naming format 'Corporate Name Event no.'.
6. The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date being Friday, 18<sup>th</sup> September, 2020.

In case of joint holders, the Member whose name appears as the first holder in order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

7. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [https:// evoting.karvy.com/](https://evoting.karvy.com/) to reset the password.
8. The Resolution Professional have appointed Mr. Anil Lohia, Partner or in his absence Mr. Chandahas Dayal, 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](http://www.rcom.co.in) and also on the website of Kfintech at [https:// evoting.karvy.com](https://evoting.karvy.com).
9. In case of any query pertaining to e-voting, please visit Help and FAQs section available at Kfintech's website <https://evoting.karvy.com> OR contact toll free no.1800 4250 999.

# Reliance Communications Limited

## 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 July 31, 2020

### Item No. 3

#### Ratification of Remuneration payable to Cost Auditor

The appointment and remuneration of M/s. V. J. Talati & Co., Cost Accountants (Firm Registration No.00213) as the Cost Auditor to audit the cost accounting records of the Company for the financial year ending March 31, 2021, at a remuneration of ₹ 2.50 lakh (Rupees two lakh and fifty thousand only) excluding tax and out of pocket expenses, if any was approved by the Resolution Professional on the recommendations of the Directors.

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 their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution set out at Item no. 3 of the Notice, except to the extent of their shareholding in the Company.

The Resolution Professional based on the recommendation of Directors, the said Ordinary Resolution set out at Item No. 3 of the accompanying Notice is recommended for the approval of the Members.

### Item No. 4

#### Appointment of Shri Vishwanath Devaraja Rao as a Whole-Time Director and Chief Financial Officer.

As the Company is under corporate insolvency resolution process, the Committee of Creditors of the Company at their meeting held on November 13, 2019, had appointed Shri Vishwanath Devaraja Rao, as an Additional Director designated as a Whole-Time Director and Chief Financial Officer for a period of three years effective from November 19, 2019. His appointment and remuneration have been approved by the Committee of Creditors. The notice period of Shri Vishwanath Devaraja Rao will be 3 months.

As per provisions of the Companies Act, 2013 ("the Act"), the tenure of office of Shri Vishwanath Devaraja Rao as an Additional Director is up to the date of ensuing Annual General Meeting.

Shri Vishwanath Devaraja Rao has given his consent for the 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.

The Company has also received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Shri Vishwanath Devaraja Rao for the office of a Director of the Company.

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 appointment.

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 indicators**

(₹ in crore)

| Particular<br>(Consolidated Financials) | 2019-20  | 2018-19 | 2017-18 |
|---|----------|---------|---------|
| Total Income                            | 1,734    | 4,194   | 4,684   |
| Profit before Tax                       | (10,793) | 1,558   | (3)     |
| Provision for Tax                       | 14       | 2425    | 16      |
| Profit / (Loss) After Tax               | (10,807) | (867)   | (19)    |

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

The foreign shareholding was 4.95% as on March 31, 2020.

#### Information about the appointee:

##### (i) Background details:

Shri Vishwanath Devaraja Rao, aged 61 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 37 years of experience. He is with Reliance Group since more than 19 years. He has varied and rich experience in corporate, finance and managerial functions. Prior to Reliance, he has also worked in PepsiCo India, Hindustan Lever and other listed companies handling accounts and finance functions.

##### (ii) Past remuneration:

In the financial year 2018-19, the total remuneration paid to Shri Vishwanath Devaraja Rao – Joint President of Reliance Communications Limited was ₹ 1.30 Crores.

##### (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 ₹ 1.56 Crores per annum as fixed salary which has been approved by the Committee of Creditors. Shri Vishwanath Devaraja Rao is entitled for annual increment, as may be decided by the Committee of



**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 July 31, 2020**

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 suffered loss for the year owing to drop in revenues, decline in EBITDA margin for the year, other expenses and and provision for liability on account of license and spectrum fees pursuant to the order of Hon'ble Supreme Court, reversal of fair valuation of investment carried out in previous year and provision for diminution in the value of investment in subsidiaries.
- (ii) Steps taken or proposed to be taken for improvement –** At present your Company is under Corporate Insolvency and Restructuring Process (CIRP). The Resolution Professional is endeavouring 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 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 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 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, accordingly 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

**Registered Office:**

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

Date: July 31, 2020

# Reliance Communications Limited

## Directors' Report

Dear Shareowners,

Your Directors present the 16<sup>th</sup> Annual Report and the audited financial statements for the financial year ended March 31, 2020.

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") of the Reliance Communication Limited ("Company"/ Corporate Debtor) vide its order dated May 15, 2018 ("Admission Order"). The NCLT had, pursuant to the Admission Order, appointed an interim resolution professional (IRP) for the Corporate Debtor vide its order dated May 18, 2018. In terms of the Admission Order, inter alia, the management of the affairs of the Corporate Debtor was vested with the IRP.

Subsequently, the Hon'ble National Company Law Appellate Tribunal ("NCLAT"), while adjudicating upon an appeal preferred against the admission of the insolvency application against the Corporate Debtor, vide its order dated May 30, 2018, *inter alia*, stayed the Admission Order and allowed the management of the Corporate Debtor to function ("Stay Order"). On April 30, 2019, the NCLAT, upon allowing the director and shareholder of the Corporate Debtor to withdraw its aforesaid appeal, vacated all interim orders including the Stay Order.

Thereafter, the Committee of Creditors (CoC) of the Corporate Debtor resolved with the requisite voting share, to replace the IRP with the undersigned, as the resolution professional for the Corporate Debtor ("RP" or "Resolution Professional"). Subsequently, the Hon'ble NCLT has appointed Mr. Anish Niranjana Nanavaty as the RP for the Corporate Debtor vide its order dated June 21, 2019, which was published on June 28, 2019.

In accordance with the provisions of the Code, various resolution plans in respect of the Company were received by the RP. The CoC of the Company, in their meeting held on March 02, 2020, had approved a resolution plan submitted by UV Asset Reconstruction Company Limited ("Resolution Plan") which was subsequently submitted to the NCLT on March 6, 2020 in accordance with Section 30(6) of the Code. The same is sub-judice with the NCLT.

### Financial performance and state of the Company's affairs

The standalone financial performance of the Company for the year ended March 31, 2020 is summarised below:

| Particulars  | Financial Year ended<br>March 31, 2020 |                   | * Financial Year ended<br>March 31, 2019 |                   |
|--|--|-------------------|--|-------------------|
|  | ₹ in crore                             | US\$ in million** | ₹ in crore                               | US\$ in million** |
| Total income   | 818                                    | 109               | 1,465                                    | 212               |
| Gross profit /(Loss) before depreciation, Amortisation and exceptional items | (1,429)                                | (190)             | (30)                                     | (4)               |
| Less:  |  |                   |  |                   |
| Depreciation and amortization  | 183                                    | 24                | 277                                      | 40                |
| Profit/ (Loss) before Exceptional items and Tax                              | (1,612)                                | (214)             | (307)                                    | (44)              |
| Exceptional items:   |  |                   |  |                   |
| (Loss) / Profit on Fair Value of Investments                                 | (15,251)                               | (2,025)           | 8,964                                    | 1,296             |
| Profit/ (Loss) before Tax  | (16,863)                               | (2,239)           | 8,657                                    | 1,252             |
| Current tax / Excess provision for Tax of earlier years                      | -                                      | -                 | -  | -                 |
| Deferred Tax charge/ (credit)  | -                                      | -                 | 3,558                                    | 515               |
| Profit / (Loss) after tax  | (16,863)                               | (2,239)           | 5,099                                    | 737               |
| Profit / (Loss) after tax from Discontinued Operations                       | (28,475)                               | (3,780)           | (2,252)                                  | (325)             |
| Other Comprehensive Income   |  |                   |  |                   |
| Re-measurement Gain/ (Loss) of defined benefit plans                         | (45,333)                               | (6,018)           | 2,847                                    | 412               |
| (Net of tax)   | 5                                      | 1                 | -  | -                 |
| Total Comprehensive Income   | (45,333)                               | (6,018)           | 2,847                                    | 412               |
| Add : Balance brought forward from previous year                             | (14,183)                               | (1,883)           | (17,030)                                 | (2,463)           |
| Profit available for appropriation   |  |                   | -  | -                 |
| Balance carried to Balance Sheet   | (59,516)                               | (7,901)           | (14,183)                                 | (2,051)           |

\*Figures of previous year have been regrouped and reclassified, wherever required.

\*\* Exchange Rate ₹ 75.3245 = US\$ 1 as on March 31, 2020 (₹ 69.155 = US\$ 1 as on March 31, 2019).