

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH
COMPANY SCHEME APPLICATION NO.264 OF 2017**

In the matter of the Companies Act,
2013 (18 of 2013);

AND

In the matter of Sections 230 to 232
and other applicable provisions of the
Companies Act, 2013 and Rules framed
thereunder as in force from time to
time;

AND

In the matter of Sections 391 to 394 of
the Companies Act, 1956 and other
relevant provisions of the Companies
Act, 1956;

AND

In the matter of Composite Scheme of
Arrangement between Reliance
Communications Limited (“The
Demerged Company 1”) and Reliance
Telecom Limited (“The Demerged
Company 2”) and Aircel Limited
 (“Resulting Company 1” or “Transferee
Company”) and Dishnet Wireless
 Limited (“Resulting Company 2”) and
 Deccan Digital Networks Private Limited
 (“The Transferor Company 1”) and South
 Asia Communications Private Limited
 (“The Transferor Company 2”) and their
 respective Shareholders and Creditors.

RELIANCE COMMUNICATIONS LIMITED, a company incorporated under the provisions of the Companies Act, 1956 with Corporate Identity No.L45309MH2004PLC147531and having its registered office H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai – 400710. the First Applicant Company

RELIANCE TELECOM LIMITED, a company incorporated under the provisions of the Companies Act, 1956 with Corporate Identity No. U32100MH1994PLC1628 and having its registered office H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai – 400710. the Second Applicant Company

AIRCEL LIMITED, a company incorporated under the provisions of the Companies Act, 1956 with Corporate Identity No.U32201MH1994PLC284030 and having its registered office at Opus Centre, 47 Central Road, Opp. Tunga Paradise, MIDC, Andheri (East), Mumbai- 400093. the Third Applicant Company

DISHNET WIRELESS LIMITED, a company incorporated under the provisions of the Companies Act, 1956 with Corporate Identity No. U74999MH1998PLC283931 and having its registered office at Opus Centre, 47 Central Road, Opp. Tunga

Paradise, MIDC, Andheri (East),)..... the Fourth Applicant
Mumbai- 400093. Company

DECCAN DIGITAL NETWORKS)
PRIVATE LIMITED, a company)
incorporated under the provisions of)
the Companies Act, 1956 with)
Corporate Identity No.)
U64202MH2006PTC288655 and)
having its registered office at Opus)
Centre, 47 Central Road, Opp. Tunga)
Paradise, MIDC, Andheri (East),)..... the Fifth Applicant
Mumbai- 400093. Company

SOUTH ASIA)
COMMUNICATIONS PRIVATE)
LIMITED, a company incorporated)
under the provisions of the Companies)
Act, 1956 with Corporate Identity No.)
U72900MH2006PTC288606 and)
having its registered office at Opus)
Centre, 47 Central Road, Opp. Tunga)..... the Sixth Applicant
Paradise, MIDC, Andheri (East), Company
Mumbai- 400093.

Called for Notice of Admission:

Rajesh Shah, Advocate with Ahmed M. Chunawala, Advocate; i/b Rajesh
Shah & Co., Advocates for the Applicants.

Coram: SH. B.S.V. Prakash Kumar Hon'ble Member (J) and SH. V.
Nallasenapathy Hon'ble Member (T)

Date: 15th March, 2017

MINUTES OF THE ORDER

UPON the application of the Applicant Companies above named by a Company Notice of Admission **AND UPON HEARING** Mr. Rajesh Shah instructed by Rajesh Shah & Co., Advocate for the Applicant Companies, **AND UPON READING** the Applications along with the Notice of Admission dated 10th day of March, 2017 of Hitesh Marthak, Authorised Signatory of the First and Second Applicant Companies, Ravish Kumar, Authorised Signatory of the Third Applicant Company, Manish Saxena, Authorised Signatory of the Fourth Applicant Company, Lai Choon Foon, Authorised Signatory of the Fifth and Sixth Applicant Companies, in support of Notice of Admission along with Application and the Exhibits therein referred to, **IT IS ORDERED THAT:**

1. A meeting of the Equity Shareholders of the First Applicant Company be convened and held at Reliance Energy Management Institute, Jogeshwari-Vikhroli Link Road, Opposite SEEPZ, North Gate No. 3, Aarey Colony, Aarey Colony Road, Mumbai – 400065 on Monday, April 24, 2017 at 9.30 A.M., for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Composite Scheme of Arrangement between Reliance Communications Limited (“the Demerged Company 1”) and Reliance Telecom Limited (“the Demerged Company 2”) and Aircel Limited (“Resulting Company 1” or “Transferee Company”) and Dishnet Wireless Limited (“Resulting Company 2”) and Deccan Digital Networks Private Limited (“the Transferor Company 1”) and South Asia Communications Private Limited (“the Transferor Company 2”) and their respective Shareholders and Creditors (“Scheme”).
2. At least 30 clear days before the said Meeting of the Equity Shareholders of the First Applicant Company to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent

by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Equity Shareholders of the First Applicant Company at their respective registered or last known addresses or by e-mail to the registered e-mail address of the Equity Shareholders as per the records of the First Applicant Company and / or Depositories.

3. At least 30 clear days before the Meeting of the Equity Shareholders of the First Applicant Company to be held as aforesaid, a notice convening the said meeting indicating the place, date and time aforesaid and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the First Applicant Company as aforesaid, be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi, both circulated in Mumbai.
4. The First Applicant Company undertakes to:
 - i. issue Notice convening meeting of the equity shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
 - ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
 - iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
 - iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

5. Mr. R. N. Bhardwaj, failing whom Mr. A. K. Purwar, Directors of the First Applicant Company, failing whom Ms. Chhaya Virani is appointed as the Chairperson for the meeting of Equity Shareholders of the First Applicant Company. The Scrutinizer for the meeting shall be Mr. Anil Lohia, Partner at M/s. Dayal & Lohia, Chartered Accountants or in his absence

Mr. Rinkit Kiran Uchat, Partner at M/s. Dayal & Lohia, Chartered Accountants.

6. The Chairperson appointed for the aforesaid Meeting of the First Applicant Company to issue the notices of the Meeting of the Equity Shareholders referred to above. The said Chairperson shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).
7. The quorum for the aforesaid meeting of the Equity Shareholders of the First Applicant Company shall be as prescribed under Section 103 of the Companies Act, 2013.
8. The voting shall be allowed on the proposed Scheme by voting in person, by proxy or through postal ballot or through electronic means. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the First Applicant Company at its Registered Office at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai – 400710, not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
9. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company or depository records and where the entries in the books / register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.

10. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting of the First Applicant Company and do report this Tribunal that the direction regarding the issue of notices and advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
11. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within thirty days of the conclusion of the meeting of the First Applicant Company, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
12. A meeting of the Equity Shareholders of the Second Applicant Company be convened and held at Reliance Energy Management Institute, Jogeshwari-Vikhroli Link Road, Opposite SEEPZ, North Gate No. 3, Aarey Colony, Aarey Colony Road, Mumbai – 400065 on Monday, April 24, 2017 at 9.00 A.M., for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Composite Scheme of Arrangement between Reliance Communications Limited (“The Demerged Company 1”) and Reliance Telecom Limited (“The Demerged Company 2”) and Aircel Limited (“Resulting Company 1” or “Transferee Company”) and Dishnet Wireless Limited (“Resulting Company 2”) and Deccan Digital Networks Private Limited (“The Transferor Company 1”) and South Asia Communications Private Limited (“The Transferor Company 2”) and their respective Shareholders and Creditors (“Scheme”).
13. At least 30 clear days before the said meeting of the Equity Shareholders of the Second Applicant Company to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by

hand delivery to each of the Equity Shareholders of the Second Applicant Company at their respective registered or last known addresses or by e-mail to the registered e-mail address of the Equity Shareholders as per the records of the Second Applicant Company.

14. At least 30 clear days before the Meeting of the Equity Shareholders of the Second Applicant Company to be held as aforesaid, a notice convening the said meeting indicating the place, date and time aforesaid and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the Second Applicant Company as aforesaid, be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi, both circulated in Mumbai.
15. The Second Applicant Company undertakes to:
 - i. issue Notice convening meeting of the equity shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
 - ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
 - iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
 - iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

16. Mr. Satyendra Sarupria, failing whom Ms. Grace Thomas failing whom Mr. Dagdulal Jain, Directors of the Second Applicant Company is appointed as the Chairperson for the meeting of Equity Shareholders of the Second Applicant Company. The Scrutinizer for the meeting shall be Mr. Anil Lohia, Partner at M/s. Dayal & Lohia, Chartered Accountants or in his absence Mr. Rinkit Kiran Uchat, Partner at M/s. Dayal & Lohia, Chartered Accountants.

17. The Chairperson appointed for the aforesaid Equity Shareholders Meeting of the Second Applicant Company to issue the notices of the Meeting referred to above. The said Chairperson shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).
18. The quorum for the aforesaid meeting of the Equity Shareholders of the Second Applicant Company shall be as prescribed under Section 103 of the Companies Act, 2013.
19. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Second Applicant Company at its Registered Office at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai – 400710, not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
20. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company or depository records and where the entries in the books / register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.
21. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the Equity Shareholders meeting of the Second Applicant Company and do report this Tribunal that the direction regarding the issue of notices and advertisement have been

duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

22. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within thirty days of the conclusion of the meeting of the Second Applicant Company, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
23. A meeting of the Preference Shareholders of the Second Applicant Company be convened and held at Reliance Energy Management Institute, Jogeshwari-Vikhroli Link Road, Opposite SEEPZ, North Gate No. 3, Aarey Colony, Aarey Colony Road, Mumbai – 400065 on Monday, April 24, 2017 at 9.15 A.M., for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Composite Scheme of Arrangement between Reliance Communications Limited (“The Demerged Company 1”) and Reliance Telecom Limited (“The Demerged Company 2”) and Aircel Limited (“Resulting Company 1” or “Transferee Company”) and Dishnet Wireless Limited (“Resulting Company 2”) and Deccan Digital Networks Private Limited (“The Transferor Company 1”) and South Asia Communications Private Limited (“The Transferor Company 2”) and their respective Shareholders and Creditors (“Scheme”).
24. At least 30 clear days before the said meeting of the Preference Shareholders of the Second Applicant Company to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Preference Shareholders of the Second Applicant Company at their respective registered or last known addresses or by e-mail to the registered e-mail address of the

Preference Shareholders as per the records of the Second Applicant Company.

25. At least 30 clear days before the Meeting of the Preference Shareholders of the Second Applicant Company to be held as aforesaid, a notice convening the said meeting indicating the place, date and time aforesaid and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the Second Applicant Company as aforesaid, be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi, both circulated in Mumbai.
26. The Second Applicant Company undertakes to:
- i. issue Notice convening meeting of the Preference shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
 - ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
 - iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
 - iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

27. Mr. Satyendra Sarupria, failing whom Ms. Grace Thomas failing whom Mr. Dagdulal Jain, Directors of the Second Applicant Company is appointed as the Chairperson for the meeting of Preference Shareholders of the Second Applicant Company. The Scrutinizer for the meeting shall be Mr. Anil Lohia, Partner at M/s. Dayal & Lohia, Chartered Accountants or in his absence Mr. Rinkit Kiran Uchat, Partner at M/s. Dayal & Lohia, Chartered Accountants.

28. The Chairperson appointed for the aforesaid Meeting of the Second Applicant Company to issue the notices of the Meeting of the Preference Shareholders referred to above. The said Chairperson shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).
29. The quorum of the aforesaid meeting of the Preference Shareholders of the Second Applicant Company shall be 1 (one) as there is only one Preference Shareholder in the Second Applicant Company
30. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Second Applicant Company at its Registered Office at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai – 400710, not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
31. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company or depository records and where the entries in the books / register / depository records are disputed, the Chairperson of the Preference Shareholders Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.
32. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the Preference Shareholders meeting of the Second Applicant Company and do report this Tribunal that the direction regarding the issue of notices and advertisement have been

duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

33. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within thirty days of the conclusion of the meeting of the Second Applicant Company, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
34. A meeting of the Equity Shareholders of the Third Applicant Company be convened and held at Opus Centre, 47 Central Road, Opp. Tunga Paradise, MIDC, Andheri (East), Mumbai- 400093, on Saturday, April 22, 2017 at 9.00 A.M., for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Composite Scheme of Arrangement between Reliance Communications Limited ("The Demerged Company 1") and Reliance Telecom Limited ("The Demerged Company 2") and Aircel Limited ("Resulting Company 1" or "Transferee Company") and Dishnet Wireless Limited ("Resulting Company 2") and Deccan Digital Networks Private Limited ("The Transferor Company 1") and South Asia Communications Private Limited ("The Transferor Company 2") and their respective Shareholders and Creditors ("Scheme").
35. At least 30 clear days before the said meeting of the Equity Shareholders of the Third Applicant Company to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Equity Shareholders of the Third Applicant Company at their respective registered or last known addresses or by e-mail to the registered e-mail address of the Equity Shareholders as per the records of the Third Applicant Company.

36. At least 30 clear days before the Meeting of the Equity Shareholders of the Third Applicant Company to be held as aforesaid, a notice convening the said meeting indicating the place, date and time aforesaid and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the Third Applicant Company as aforesaid, be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi, both circulated in Mumbai.

37. The Third Applicant Company undertakes to:

- i. issue Notice convening meeting of the equity shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
- ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
- iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
- iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

38. Mr. Ravish Kumar, failing him Mr. Nishchint Khanna, failing him Mr. Nand Lal Gargis appointed as the Chairperson for the meeting of Equity Shareholders of the Third Applicant Company. The Scrutinizer for the meeting shall be M/s. Nilesh Shah & Associates, Practicing Company Secretary.

39. The Chairperson appointed for the aforesaid Meeting of the Third Applicant Company to issue the notices of the Meeting referred to above. The said Chairperson shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment

thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).

40. The quorum for the aforesaid meeting of the Equity Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.
41. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Third Applicant Company at its Registered Office at Opus Centre, 47 Central Road, Opp. Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093, not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
42. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company or depository records and where the entries in the books / register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.
43. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting of the Third Applicant Company and do report this Tribunal that the direction regarding the issue of notices and advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
44. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within thirty days of the conclusion of the meeting of the Third Applicant Company, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

45. A meeting of the Preference Shareholders of the Third Applicant Company be convened and held at Opus Centre, 47 Central Road, Opp. Tunga Paradise, MIDC, Andheri (East), Mumbai- 400093, on Saturday, April 22, 2017 at 9.30 A.M., for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Composite Scheme of Arrangement between Reliance Communications Limited ("The Demerged Company 1") and Reliance Telecom Limited ("The Demerged Company 2") and Aircel Limited ("Resulting Company 1" or "Transferee Company") and Dishnet Wireless Limited ("Resulting Company 2") and Deccan Digital Networks Private Limited ("The Transferor Company 1") and South Asia Communications Private Limited ("The Transferor Company 2") and their respective Shareholders and Creditors ("Scheme").
46. At least 30 clear days before the said meeting of the Preference Shareholders of the Third Applicant Company to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Preference Shareholders of the Third Applicant Company at their respective registered or last known addresses or by e-mail to the registered e-mail address of the Preference Shareholders as per the records of the Third Applicant Company.
47. At least 30 clear days before the Meeting of the Preference Shareholders of the Third Applicant Company to be held as aforesaid, a notice convening the said meeting indicating the place, date and time aforesaid and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the Third Applicant Company as aforesaid, be

published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi, both circulated in Mumbai.

48. The Third Applicant Company undertakes to:
- i. issue Notice convening meeting of the Preference shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
 - ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
 - iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
 - iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

49. Mr. Ravish Kumar, failing him Mr. Nishchint Khanna, failing him Mr. Nand Lal Gargis appointed as the Chairperson for the meeting of Preference Shareholders of the Third Applicant Company. The Scrutinizer for the meeting shall be M/s. Nilesh Shah & Associates, Practicing Company Secretary.
50. The Chairperson appointed for the aforesaid Meeting of the Third Applicant Company to issue the notices of the Meeting referred to above. The said Chairperson shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).
51. The quorum of the aforesaid meeting of the Preference Shareholders of the Third Applicant Company shall be 1 (one) as there is only one Preference Shareholder in the Third Applicant Company.

52. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Third Applicant Company at its Registered Office at Opus Centre, 47 Central Road, Opp. Tunga Paradise, MIDC, Andheri (East), Mumbai- 400093, not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
53. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company or depository records and where the entries in the books / register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.
54. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting of the Third Applicant Company and do report this Tribunal that the direction regarding the issue of notices and advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
55. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within thirty days of the conclusion of the meeting of the Third Applicant Company, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
56. A meeting of the Equity Shareholders of the Fourth Applicant Company be convened and held at Opus Centre, 47 Central Road, Opp. Tunga Paradise, MIDC, Andheri (East), Mumbai- 400093, on Saturday, April 22, 2017 at 10.00 A.M., for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Composite Scheme of Arrangement

between Reliance Communications Limited (“The Demerged Company 1”) and Reliance Telecom Limited (“The Demerged Company 2”) and Aircel Limited (“Resulting Company 1” or “Transferee Company”) and Dishnet Wireless Limited (“Resulting Company 2”) and Deccan Digital Networks Private Limited (“The Transferor Company 1”) and South Asia Communications Private Limited (“The Transferor Company 2”) and their respective Shareholders and Creditors (“Scheme”).

57. At least 30 clear days before the said meeting of the Equity Shareholders of the Fourth Applicant Company to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Equity Shareholders of the Fourth Applicant Company at their respective registered or last known addresses or by e-mail to the registered e-mail address of the Equity Shareholders as per the records of the Fourth Applicant Company.
58. At least 30 clear days before the Meeting of the Equity Shareholders of the Fourth Applicant Company to be held as aforesaid, a notice convening the said meeting indicating the place, date and time aforesaid and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the Fourth Applicant Company as aforesaid, be published once each in ‘Free Press Journal’ in English and ‘Navshakti’ in Marathi, both circulated in Mumbai.
59. The Fourth Applicant Company undertakes to:
 - i. issue Notice convening meeting of the equity shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

- ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
- iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
- iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

60. Mr. Ravish Kumar, failing him Mr. Nishchint Khanna, failing him Mr. Nand Lal Gargis appointed as the Chairperson for the meeting of Equity Shareholders of the Fourth Applicant Company. The Scrutinizer for the meeting shall be M/s. Nilesh Shah & Associates, Practicing Company Secretary.
61. The Chairperson appointed for the aforesaid Meeting of the Fourth Applicant Company to issue the notices of the Meeting referred to above. The said Chairperson shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).
62. The quorum for the aforesaid meeting of the Equity Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.
63. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Fourth Applicant Company at its Registered Office at Opus Centre, 47 Central Road, Opp. Tunga Paradise, MIDC, Andheri (East), Mumbai- 400093, not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

64. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company or depository records and where the entries in the books / register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.
65. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting of the Fourth Applicant Company and do report this Tribunal that the direction regarding the issue of notices and advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
66. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within thirty days of the conclusion of the meeting of the Fourth Applicant Company, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
67. A meeting of the Preference Shareholders of the Fourth Applicant Company be convened and held at Opus Centre, 47 Central Road, Opp. Tunga Paradise, MIDC, Andheri (East), Mumbai- 400093, on Saturday, April 22, 2017 at 10.30 A.M., for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Composite Scheme of Arrangement between Reliance Communications Limited ("The Demerged Company 1") and Reliance Telecom Limited ("The Demerged Company 2") and Aircel Limited ("Resulting Company 1" or "Transferee Company") and Dishnet Wireless Limited ("Resulting Company 2") and Deccan Digital Networks Private Limited ("The Transferor Company 1") and South Asia Communications Private Limited ("The Transferor Company 2") and their respective Shareholders and Creditors ("Scheme").

68. At least 30 clear days before the said meeting of the Preference Shareholders of the Fourth Applicant Company to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Preference Shareholders of the Fourth Applicant Company at their respective registered or last known addresses or by e-mail to the registered e-mail address of the Preference Shareholders as per the records of the Fourth Applicant Company.
69. At least 30 clear days before the Meeting of the Preference Shareholders of the Fourth Applicant Company to be held as aforesaid, a notice convening the said meeting indicating the place, date and time aforesaid and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the Fourth Applicant Company as aforesaid, be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi, both circulated in Mumbai.
70. The Fourth Applicant Company undertakes to:
- i. issue Notice convening meeting of the Preference shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
 - ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
 - iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
 - iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

71. Mr. Ravish Kumar, failing him Mr. Nishchint Khanna, failing him Mr. Nand Lal Gargis appointed as the Chairperson for the meeting of Preference Shareholders of the Fourth Applicant Company. The Scrutinizer for the meeting shall be M/s. Nilesh Shah & Associates, Practicing Company Secretary.
72. The Chairperson appointed for the aforesaid Meeting of the Fourth Applicant Company to issue the notices of the Meeting referred to above. The said Chairperson shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).
73. The quorum of the aforesaid meeting of the Preference Shareholders of Fourth Applicant Company shall be 1 (one) as there is only one Preference Shareholder in the Fourth Applicant Company.
74. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Fourth Applicant Company at its Registered Office at Opus Centre, 47 Central Road, Opp. Tunga Paradise, MIDC, Andheri (East), Mumbai- 400093, not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
75. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company or depository records and where the entries in the books / register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.

76. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting of the Fourth Applicant Company and do report this Tribunal that the direction regarding the issue of notices and advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
77. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within thirty days of the conclusion of the meeting of the Fourth Applicant Company, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
78. A meeting of the Equity Shareholders of the Fifth Applicant Company be convened and held at Opus Centre, 47 Central Road, Opp. Tunga Paradise, MIDC, Andheri (East), Mumbai- 400093, on Saturday, April 22, 2017 at 11.00 A.M., for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Composite Scheme of Arrangement between Reliance Communications Limited ("The Demerged Company 1") and Reliance Telecom Limited ("The Demerged Company 2") and Aircel Limited ("Resulting Company 1" or "Transferee Company") and Dishnet Wireless Limited ("Resulting Company 2") and Deccan Digital Networks Private Limited ("The Transferor Company 1") and South Asia Communications Private Limited ("The Transferor Company 2") and their respective Shareholders and Creditors ("Scheme").
79. At least 30 clear days before the said meeting of the Equity Shareholders of the Fifth Applicant Company to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Equity Shareholders of the Fifth

Applicant Company at their respective registered or last known addresses or by e-mail to the registered e-mail address of the Equity Shareholders as per the records of the Fifth Applicant Company.

80. At least 30 clear days before the Meeting of the Equity Shareholders of the Fifth Applicant Company to be held as aforesaid, a notice convening the said meeting indicating the place, date and time aforesaid and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the Fifth Applicant Company as aforesaid, be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi, both circulated in Mumbai.
81. The Fifth Applicant Company undertakes to:
- i. issue Notice convening meeting of the equity shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
 - ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
 - iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
 - iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

82. Ms. Lai Choon Foon, failing him Mr. Ravish Kumar, failing him Mr. Punkaj Jainis appointed as the Chairperson for the meeting of Equity Shareholders of the Fifth Applicant Company. The Scrutinizer for the meeting shall be M/s. Nilesh Shah & Associates, Practicing Company Secretary.

83. The Chairperson appointed for the aforesaid Meeting of the Fifth Applicant Company to issue the notices of the Meeting referred to above. The said Chairperson shall have all powers under the

Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).

84. The quorum for the aforesaid meeting of the Equity Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.
85. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Fifth Applicant Company at its Registered Office at Opus Centre, 47 Central Road, Opp. Tunga Paradise, MIDC, Andheri (East), Mumbai- 400093, not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
86. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company or depository records and where the entries in the books / register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.
87. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting of the Fifth Applicant Company and do report this Tribunal that the direction regarding the issue of notices and advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
88. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within thirty days of the conclusion of the meeting of the Fifth Applicant Company, and the said report shall be verified by his

Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

89. A meeting of the Preference Shareholders of the Fifth Applicant Company be convened and held at Opus Centre, 47 Central Road, Opp. Tunga Paradise, MIDC, Andheri (East), Mumbai- 400093, on Saturday, April 22, 2017 at 11.30 A.M., for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Composite Scheme of Arrangement between Reliance Communications Limited ("The Demerged Company 1") and Reliance Telecom Limited ("The Demerged Company 2") and Aircel Limited ("Resulting Company 1" or "Transferee Company") and Dishnet Wireless Limited ("Resulting Company 2") and Deccan Digital Networks Private Limited ("The Transferor Company 1") and South Asia Communications Private Limited ("The Transferor Company 2") and their respective Shareholders and Creditors ("Scheme").
90. At least 30 clear days before the said meeting of the Preference Shareholders of the Fifth Applicant Company to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Preference Shareholders of the Fifth Applicant Company at their respective registered or last known addresses or by e-mail to the registered e-mail address of the Preference Shareholders as per the records of the Fifth Applicant Company.
91. At least 30 clear days before the Meeting of the Preference Shareholders of the Fifth Applicant Company to be held as aforesaid, a notice convening the said meeting indicating the place, date and time aforesaid and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230 of the Companies

Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the Fifth Applicant Company as aforesaid, be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi, both circulated in Mumbai.

92. The Fifth Applicant Company undertakes to:
- i. issue Notice convening meeting of the Preference shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
 - ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
 - iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
 - iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

93. Ms. Lai Choon Foon, failing him Mr. Ravish Kumar, failing him Mr. Punkaj Jainis appointed as the Chairperson for the meeting of Preference Shareholders of the Fifth Applicant Company. The Scrutinizer for the meeting shall be M/s. Nilesh Shah & Associates, Practicing Company Secretary.

94. The Chairperson appointed for the aforesaid Meeting of the Fifth Applicant Company to issue the notices of the Meeting referred to above. The said Chairperson shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).

95. The quorum of the aforesaid meeting of the Preference Shareholders of Fifth Applicant Company shall be 1 (one) as there is only one Preference Shareholder in the Fifth Applicant Company.

96. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Fifth Applicant Company at its Registered Office at Opus Centre, 47 Central Road, Opp. Tunga Paradise, MIDC, Andheri (East), Mumbai- 400093, not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
97. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company or depository records and where the entries in the books / register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.
98. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting of Preference Shareholders of the Fifth Applicant Company and do report this Tribunal that the direction regarding the issue of notices and advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
99. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within thirty days of the conclusion of the meeting of the Fifth Applicant Company, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
100. A meeting of the Equity Shareholders of the Sixth Applicant Company be convened and held at at Opus Centre, 47 Central Road, Opp. Tunga Paradise, MIDC, Andheri (East), Mumbai- 400093, on Saturday, April 22, 2017 at 12.00 A.M., for the purpose of

considering and, if thought fit, approving, with or without modification(s), the proposed Composite Scheme of Arrangement between Reliance Communications Limited (“The Demerged Company 1”) and Reliance Telecom Limited (“The Demerged Company 2”) and Aircel Limited (“Resulting Company 1” or “Transferee Company”) and Dishnet Wireless Limited (“Resulting Company 2”) and Deccan Digital Networks Private Limited (“The Transferor Company 1”) and South Asia Communications Private Limited (“The Transferor Company 2”) and their respective Shareholders and Creditors (“Scheme”).

101. At least 30 clear days before the said meeting of the Equity Shareholders of the Sixth Applicant Company to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Equity Shareholders of the Sixth Applicant Company at their respective registered or last known addresses or by e-mail to the registered e-mail address of the Equity Shareholders as per the records of the Sixth Applicant Company.
102. At least 30 clear days before the Meeting of the Equity Shareholders of the Sixth Applicant Company to be held as aforesaid, a notice convening the said meeting indicating the place, date and time aforesaid and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the Sixth Applicant Company as aforesaid, be published once each in ‘Free Press Journal’ in English and ‘Navshakti’ in Marathi, both circulated in Mumbai.
103. The Sixth Applicant Company undertakes to:
 - i. issue Notice convening meeting of the equity shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises,

Arrangements and Amalgamations) Rules, 2016

- ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
- iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
- iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

104. Ms. Lai Choon Foon, failing him Mr. Ravish Kumar, failing him Mr. Punkaj Jainis appointed as the Chairperson for the meeting of Equity Shareholders of the Sixth Applicant Company. The Scrutinizer for the meeting shall be M/s. Nilesh Shah & Associates, Practicing Company Secretary.
105. The Chairperson appointed for the aforesaid Meeting of the Sixth Applicant Company to issue the notices of the Meeting referred to above. The said Chairperson shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).
106. The quorum for the aforesaid meeting of the Equity Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.
107. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Sixth Applicant Company at its Registered Office at Opus Centre, 47 Central Road, Opp. Tunga Paradise, MIDC, Andheri (East), Mumbai- 400093, not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the

Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

108. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company or depository records and where the entries in the books / register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.
109. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting of the Sixth Applicant Company and do report this Tribunal that the direction regarding the issue of notices and advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
110. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within thirty days of the conclusion of the meeting of the Sixth Applicant Company, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
111. A meeting of the Preference Shareholders of the Sixth Applicant Company be convened and held at at Opus Centre, 47 Central Road, Opp. Tunga Paradise, MIDC, Andheri (East), Mumbai- 400093, on Saturday, April 22, 2017 at 12.30 A.M., for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Composite Scheme of Arrangement between Reliance Communications Limited ("The Demerged Company 1") and Reliance Telecom Limited ("The Demerged Company 2") and Aircel Limited ("Resulting Company 1" or "Transferee Company") and Dishnet Wireless Limited ("Resulting Company 2") and Deccan Digital Networks Private Limited ("The Transferor Company 1") and South Asia Communications Private

Limited (“The Transferor Company 2”) and their respective Shareholders and Creditors (“Scheme”).

112. At least 30 clear days before the said meeting of the Preference Shareholders of the Sixth Applicant Company to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Preference Shareholders of the Sixth Applicant Company at their respective registered or last known addresses or by e-mail to the registered e-mail address of the Preference Shareholders as per the records of the Sixth Applicant Company.
113. At least 30 clear days before the Meeting of the Preference Shareholders of the Sixth Applicant Company to be held as aforesaid, a notice convening the said meeting indicating the place, date and time aforesaid and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the Sixth Applicant Company as aforesaid, be published once each in ‘Free Press Journal’ in English and ‘Navshakti’ in Marathi, both circulated in Mumbai.
114. The Sixth Applicant Company undertakes to:
 - i. issue Notice convening meeting of the Preference shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
 - ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
 - iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and

- iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

115. Ms. Lai Choon Foon, failing him Mr. Ravish Kumar, failing him Mr. Punkaj Jainis appointed as the Chairperson for the meeting of Preference Shareholders of the Sixth Applicant Company. The Scrutinizer for the meeting shall be M/s. Nilesh Shah & Associates, Practicing Company Secretary.
116. The Chairperson appointed for the aforesaid Meeting of the Sixth Applicant Company to issue the notices of the Meeting referred to above. The said Chairperson shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).
117. The quorum of the aforesaid meeting of the Preference Shareholders of Sixth Applicant Company shall be 1 (one) as there is only one Preference Shareholder in the Sixth Applicant Company.
118. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Sixth Applicant Company at its Registered Office at Opus Centre, 47 Central Road, Opp. Tunga Paradise, MIDC, Andheri (East), Mumbai- 400093, not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
119. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company or

depository records and where the entries in the books / register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.

120. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting of the Sixth Applicant Company and do report this Tribunal that the direction regarding the issue of notices and advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
121. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within thirty days of the conclusion of the meeting of the Sixth Applicant Company, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
122. The Counsel for the First Applicant Company submits that since the scheme is an Arrangement between the First Applicant Company and their respective shareholders and therefore, only meeting of the Equity Shareholders is proposed to be held in accordance with the provisions of Section 230 (1) (b) of the Companies Act, 2013. This bench hereby directs the First Applicant Company to issue notice of the Equity Shareholders' meeting by Post / courier / email / hand-delivery to all its Secured Creditors and also to Unsecured Creditors having outstanding balance of Rs.5,00,000 and above as on 30th September, 2016 representing 99.27% in value as required under section 230 (3) of the Companies Act, 2013 with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the First Applicant Company.
123. The Counsel for the Second Applicant Company submits that since the scheme is an Arrangement between the Second Applicant Company and their respective shareholders and therefore, meetings of the Equity and Preference Shareholders are proposed to be held in

accordance with the provisions of Section 230 (1) (b) of the Companies Act, 2013. This bench hereby directs the Second Applicant Company to issue notice of the Equity Shareholders' meeting by Post / courier / email / hand-delivery to all its Secured Creditors and also to Unsecured Creditors having outstanding balance of Rs.5,00,000 and above as on 30th September, 2016 representing 99.79% in value as required under section 230 (3) of the Companies Act, 2013 with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Second Applicant Company.

124. The Counsel for the Third Applicant Company submits that since the scheme is an Arrangement between the Third Applicant Company and their respective shareholders and therefore, meetings of the Equity and Preference Shareholders are proposed to be held in accordance with the provisions of Section 230 (1) (b) of the Companies Act, 2013. This bench hereby directs the Third Applicant Company to issue notice of the Equity Shareholders' meeting by Post / courier / email / hand-delivery to all its Secured Creditors and also to Unsecured Creditors having outstanding balance of Rs.5,00,000 and above as on 30th September, 2016 representing 99.46% in value as required under section 230 (3) of the Companies Act, 2013 with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Third Applicant Company.

125. The Counsel for the Fourth Applicant Company submits that since the scheme is an Arrangement between the Fourth Applicant Company and their respective shareholders and therefore, meetings of the Equity and Preference Shareholders are proposed to be held in accordance with the provisions of Section 230 (1) (b) of the Companies Act, 2013. This bench hereby directs the Fourth Applicant Company to issue notice of the Equity Shareholders' meeting by Post / courier / email / hand-delivery to all its Secured Creditors and also to Unsecured Creditors having outstanding balance of Rs.5,00,000 and above as on 30th September, 2016 representing 99.59% in value under

section 230 (3) of the Companies Act, 2013 with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Fourth Applicant Company.

126. The Counsel for the Fifth Applicant Company submits that since the Scheme is an Arrangement between the Fifth Applicant Company and their respective shareholders and therefore, meetings of the Equity and Preference Shareholders are proposed to be held in accordance with the provisions of Section 230 (1) (b) of the Companies Act, 2013. This bench hereby directs the Fifth Applicant Company to issue notice of the Equity Shareholders' meeting by Post / courier / email / hand-delivery to all its Unsecured Creditors as on 30th September, 2016 as required under section 230 (3) of the Companies Act, 2013 with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Fifth Applicant Company. The Counsel for the Fifth Applicant Company submits that there are no Secured Creditors in the Fifth Applicant Company.
127. The Counsel for the Sixth Applicant Company submits that since the scheme is an Arrangement between the Sixth Applicant Company and their respective shareholders and therefore, meetings of the Equity and Preference Shareholders are proposed to be held in accordance with the provisions of Section 230 (1) (b) of the Companies Act, 2013. This bench hereby directs the Sixth Applicant Company to issue notice of the Equity Shareholders' meeting by Post / courier / email / hand-delivery to all its Unsecured Creditors as on 30th September, 2016 as required under section 230 (3) of the Companies Act, 2013 with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Sixth Applicant Company. The Counsel for the Sixth Applicant Company submits that there are no Secured Creditors in the Sixth Applicant Company.

128. The Applicant Companies to serve the notice upon the Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai Maharashtra, pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from Regional Director within 30 days of the date of receipt of the notice it will be presumed that Regional Director and/ or Central Government has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
129. The Applicant Companies to serve the notice upon the concerned Registrar of Companies, pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from the Registrar of Companies within 30 days of the date of receipt of the notice it will be presumed that Registrar of Companies has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
130. At least 30 clear days before the date fixed for hearing, Fifth and Sixth Applicant Companies to serve the notice of Meeting of the Fifth and Sixth Applicant Companies upon the Official Liquidator, High Court, Bombay pursuant to Section 230(5) of the Companies Act, 2013. The Tribunal is appointing Chartered Account, M/s Bharat Bakshi & Associates, with consolidated remuneration of Rs. 2,00,000/- to assist the Official Liquidator to scrutinize books of Accounts of the Fifth Applicant Company and the Sixth Applicant Company for the last 3 years. If no response is received by the concerned Tribunal from Official Liquidator within 30 days, it may be presumed that Official Liquidator, High Court, Bombay has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
131. The Applicant Companies to serve the notice on the concerned Income Tax Authority within whose jurisdiction the respective

Applicant Company's assessment are made, pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from the Income Tax Authority within 30 days of the date of receipt of the notice it will be presumed that Income Tax Authority has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

132. The First Applicant Company to serve the notice upon the Securities and Exchange Board of India, BSE Limited and the National Stock Exchange of India Limited pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from the Securities and Exchange Board of India, BSE Limited and the National Stock Exchange of India Limited within 30 days of the date of receipt of the notice it will be presumed that the Securities and Exchange Board of India, BSE Limited and the National Stock Exchange of India Limited has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
133. The Applicant Companies to serve the notice upon the Department of Telecommunications pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from Department of Telecommunications within 30 days of the date of receipt of the notice it will be presumed that Department of Telecommunications has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
134. The Applicant Companies to serve the notice upon the Competition Commission of India pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from Competition Commission of India

within 30 days of the date of receipt of the notice it will be presumed that Competition Commission of India has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

135. The Applicant Companies to file an affidavit of service of the directions given by the Tribunal not less than seven days before the date fixed for the holding of the meetings and do report to this Tribunal that the direction regarding the issue of notices have been duly complied with.

Sd/-

B.S.V. Prakash Kumar Member (J)

Sd/-

V. Nallasenapathy Member (T)