

Summary of the Proposed Combination

*[In terms of Regulation 13 (1B) of the Competition Commission of India
(Procedure in regard to the transaction of business relating to
combinations), 2011, as amended on 1 July 2015]*

1. On 2 November 2015, Reliance Communications Limited (“**RCom**”) and Systeme Shyam TeleServices Limited (“**SSTL**”) (together, “**the Parties**”) entered into a Merger Agreement, Shareholders Agreement and Earn Out Deed by virtue which SSTL will demerge its telecom undertaking and of SSTL and in which RCom is proposing to acquire the demerged telecom business of SSTL (the “**Proposed Combination**”).
2. The Proposed Combination will take place by way of a demerger of the telecom business of SSTL in an all-stock transaction. This means that through a court approved scheme of arrangement, SSTL’s telecom business will be acquired by RCom while RCom will issue shares to SSTL amounting to 10% of its equity, as consideration.

RCom

3. RCom, multination company and an India telecommunications service provider. Its India operations comprises of: (i) wireless telecommunications services to retail customers through CDMA

and GSM technology based networks across India, including 3G services in 18 circles. RCom also provides a diverse array of mobile and fixed wireless voice, data, and value-added services in our wireless telecommunications business; (ii) voice, long-distance services and broadband access to enterprise customers; (iii) managed internet data centre services; (iv) Mobile telecommunication towers and (iv) DTH business.

4. The Global business operations of RCom offer the most comprehensive portfolio of Enterprise, IT infrastructure and International long distance voice, video and data network services on an integrated and highly scalable platform across the globe. This business segments comprises of Carrier, Enterprise and Consumer Business units and it provides carrier's carrier voice, carrier's carrier bandwidth, enterprise data and consumer voice services. Additional information about RCom is available on <http://www.rcom.co.in/Rcom/personal/home/index.html>.

SSTL

5. SSTL belongs to the Sistema group which is a publicly-traded diversified holding company in Russia and the Commonwealth of Independent States, which invests in and is a major shareholder of companies serving over 100 million customers in the sectors of telecommunications, high technology, radars and aerospace, banking, retail, mass-media, tourism and healthcare services.

Additional information about SSTL is available on its website at www.sistema.com. SSTL is also telecommunications service provider.

6. The relevant markets to which the Proposed Combination relates are the markets for (a) Mobile telephony services in 9 circles of Delhi, Gujarat, Karnataka, Kerala, Rajasthan, Tamil Nadu, Uttar Pradesh (W), Kolkata, and West Bengal; (b) fixed-line telephony services in Rajasthan; (c) Operating and managing Internet Data Centers in India; and (d) Operating and managing the telecommunication towers.