J.P.Morgan

Reliance Communications Limited

Profitability low; Leverage high: Q4'FY11 Wrap

The ~7% revenue growth in Q4 was welcome but higher operating and interest and tax expenses kept profitability low. EBITDA margin declined ~3.5pp Q/Q while EPS was 65% lower Q/Q. We have increased our 3G revenue estimates but we don't expect to see a meaningful operational recovery in the existing business in the near term. Furthermore we note that 3G related expenses will start impacting the P&L from FY12 and leverage remains high at ~5x net debt/EBITDA.

- Wireless: ARPM stability but margin pressure: RCOM reported a fifth quarter of stable ARPMs at 44 paisa and management commented that competitive intensity is easing. Importantly, wireless margin declined 1.6pp to 27.4% (higher SG&A and network opex). We expect wireless margin to remain under pressure in FY12 but with 3G data helping toward year-end.
- Capex cut sharply: Capex guidance for FY12 is INR 15bn, ~50% lower than the FY11 underlying capex. We have reduced JPMe FY12/FY13 capex by 56%/50% and capex/sales is now 7.7%/7.3% vs. 20.9% in FY11.
- Leverage concerns persist: Debt at end-FY11 was INR339bn (~US\$7.5bn) and net debt/EBITDA ratio was 4.9x vs. 2.6x in FY10. We estimate this can will fall to ~4x by FY12 however this would still be higher than peers.
- Forecast changes: We have increased our estimates for 3G revenue (4%/ 10% of wireless revenue in FY12/FY13 vs. 3%/6% earlier). This is the primary driver of the INR 0.6/1.0 increase in our FY11/FY12 EPS to INR 6.6/12.1. Without the 3G rev change, our EPS would be 2%/15% lower.
- Our Mar-12 price target (PT) is INR 95 (vs. Dec-11 of INR 82 earlier). Our PT is adjusted downward for INR38/share for the regulatory risk. Our underlying valuation of RCOM's businesses increases primarily due to higher 3G revenue, lower capex estimates and the PT time-frame shift. We don't see any near-term positive triggers for RCOM however de-leveraging of the balance sheet would make us more positive. Downside risks include sharper decline in minutes and also in ARPM; longer-than-expected regulatory uncertainty.

Reliance Communications Limited (Reuters: RLCM.BO, Bloomberg: RCOM IN)

Rsinmn, year-end Mar	FY10A	FY11A	FY12E	FY13E	52-wk range (Rs)	207.80 - 74.65
Revenue	221,323	205,627	220,795	244,985	Mkt cap (Rs mn)	185,350
EBITDA	77,689	65,365	73,137	85,171	Mkt cap (\$ mn)	4,112
E BITDA margin	35.1%	31.8%	33.1%	34.8%	Shares O/S (mn)	2,064
Net Profit	45,861	13,307	13,616	24,923	Free float (%)	32.1%
Adjusted EPS (Rs)	22.2	6.4	6.6	12.1	3-mth avg trading volume	10,410,890
Adjusted EPS growth (%)	(22.4%)	(71.2%)	3.3%	83.0%	3m Average daily value (\$ mn)	22.80
EV/EBITDA (x)	4.9	7.7	6.3	4.9	NIFTY	5,473
Adjusted P/E	4.04	14.06	13.61	7.44	Exchange Rate	45.08
FCF to mkt cap (%)	24.7%	(13.1%)	29.3%	34.1%	Price (Rs)	89.80
ROE	12.1%	3.6%	3.7%	6.5%	Date Of Price	31 May 11
Net debt/EBITDA	2.6	4.9	3.8	2.8		-

Source: Company data, Bloomberg, J.P. Morgan estimates.

See page 8 for analyst certification and important disclosures, including non-US analyst disclosures.

J.P. Morgan does and seeks to do business with companies covered in its research reports. As a result, investors should be aware that the firm may have a conflict of interest that could affect the objectivity of this report. Investors should consider this report as only a single factor in making their investment decision.

Neutral

RLCM.BO, RCOM IN Price: Rs89.80

Price Target: Rs95.00 Previous: Rs82.00

India

Wireless Services

Malvika Gupta^{AC} (91-22) 6157 3595 malvika.x.gupta@jpmorgan.com

J.P. Morgan India Private Limited

Amit Sharma

(91-22) 6157 3598 amit.d.sharma@jpmorgan.com

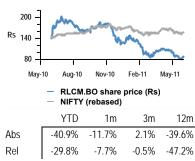
J.P. Morgan India Private Limited

James R. Sullivan, CFA

(65) 6882-2374 james.r.sullivan@jpmorgan.com

J.P. Morgan Securities Singapore Private Limited

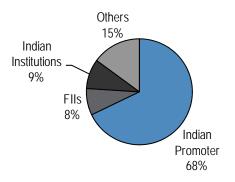
Price Performance



Company Description

Reliance Communications Limited (RCOM), a group company of Reliance Anil Dhirubhai Ambani Group, is an integrated telecommunications service provider which has established a pan-India integrated (wireless and wireline), convergent (voice, data and video) digital network covering over 24,000 towns and 600,000 villages. RCOM's subscriber share is 18% while its revenue share is 15%. Non-wireless businesses (Global, Broadband) account for 38% of gross revenue and 37% of EBITDA.

Shareholding (Mar-11)



Source: Company reports.

J.P. Morgan vs. consensus

Sales		
INR mn	J. P. Morgan	Consensus
FY12E	220,795	225,463
FY13E	244,985	250,313
EBITDA		
INR mn	J. P. Morgan	Consensus
FY12E	73,137	74,335
FY13E	85,171	84,787
EPS		
INR	J. P. Morgan	Consensus
FY12E	6.6	7.0
FY13E	12.1	9.3

Source: J.P. Morgan Estimates and Bloomberg.

P&L sensitivity metrics	FY11E EBITDA	FY11E EPS
	impact (%)	impact (%)
Mobile revenue (INR mn)	165,994	
Impact of each 5%	3.3%	16.6%
Global revenue (INR mn)	81,414	
Impact of each 5%	1.2%	5.7%
EBITDA margin (%)	33.1%	
Impact of each 1%	3.0%	15.1%
Capex (INR mn)	16,982	
Impact of each 5%	NA	0.2%

Source: J.P. Morgan estimates.

Price target and valuation analysis

Our Mar-12 price target is INR 95. This is based on a sum-of-the parts fair value of RCOM's core business of INR 134. To this we make a INR 38 adjustment for the risks in the regulatory environment. We run a full DCF model and value the Wireless business at Rs86 /share, the Globalcom business at Rs56/share, Broadband at Rs25/share.

Dick from rates	7.6%
Risk free rate:	7.0%
Market risk premium:	7.5%
Beta:	1.0
Dahlaanital	250/

Debt/capital	25%
Cost of debt:	4.7%
Terminal "g":	3.0%
WACC	12.1%

Upside risks: [1] Sustained ARPMs coupled with MOU growth; [2] Better performance in Globalcom from data revenue; [3] Wireless margin strength; [4] consolidation in the market [5] Deleveraging of balance sheet.

Downside risks: [1] Less success for RCOM in MNP than we expect resulting in continued declines in ARPMs vs. the stabilization we forecast; [2] Delays in or unsuccessful stake sale (cash inflow from which would be used for debt reduction) [3] regulatory uncertainty continuing.

			Current	Target	Upside /	P/E (x)			EV/EBITDA (x)		
Company name	Ticker	Rating	Price	price	downside	FY11A	FY12E	FY13E	FY11A	FY12E	FY13E
Bharti Airtel	BHARTI IN	OW	374	405	8%	23.1	18.9	13.2	10.1	7.9	6.1
Reliance Communications	RCOM IN	N	90	95	6%	14.1	13.6	7.4	7.7	6.4	4.9
Idea Cellular	IDEA IN	UW	69	54	-21%	27.6	28.3	19.5	9.1	7.2	6.2
Tulip Telecom	TTSL IN	OW	161	230	43%	8.6	8.1	5.8	6.1	5.1	3.6
Tata Communications	TCOM IN	UW	214	180	-16%	3.8	3.9	3.0	11.2	8.4	7.0

Source: Bloomberg, J.P. Morgan estimates. Priced as of 30 May, 2011.

J.P.Morgan

Key takeaways from the results and analyst call

Q4 results included INR 25.45bn of a one-off IRU license income revenue and INR 25.3bn of EBITDA due to accounting changes.

Robust top-line sequential growth: Q4 revenue at INR 53.3bn (adjusted for IRU income) grew +6.5% Q/Q, +4.7% Y/Y and beat JPMe/consensus of INR 51.3bn/50.9bn by 4/5%. RCOM saw Q/Q growth after eight quarters. Relative to our estimates, wireless revenue at INR 41,978mn beat JPMe by 2% growing 3.3% Q/Q.

ARPM protected over minutes: RCOM has now reported 5 consecutive quarters of ARPM at 44 paisa. We note that Vodafone's ARPM declined 1.5 paisa Q/Q, and Bharti's 1paisa. RCOM continues to focus on ARPM vs. minutes and removing free minutes will take another 2 quarters. RCOM's total wireless minutes increased only 3.2% Q/Q (Vodafone +7.8%, Bharti: +6.4%) after the 3.3% decline in Q3. MOU was 241, down 4% Q/Q in-line with JPMe of 241 min. ARPU continued to decline, falling 3.6% to INR 107 vs. the 9.0%/6.2% decline in Q3FY11/Q2FY11.

3G update: RCOM is present in 350 towns across the 13 circles where it has 3G licenses. 9000 (~20%) of its towers are 3G enabled. RCOM stated it had 1.7m 3G subs. RCOM has not expensed 3G spectrum and license fee yet – this will start in FY12.

Global flat, Broadband disappoints: Adjusting for IRU license fee of INR 25,450m, global revenue of INR 19,308m was flat Q/Q despite the 2.2% growth in minutes. EBITDA margin here declined 80bp to 19.8%. Despite a 12% Q/Q growth in top-line, Broadband margin declined ~4pp to 32.7%. Management indicated that pricing was tough and network opex increased.

Adjusted EBITDA margin declines in Q4: Reported group EBITDA of INR41.22bn included a one-time income from IRU license fee. Management commented that Global included EBITDA of INR 25,300m. Adjusting for this, EBITDA margin at 29.9% (-3.5pp Q/Q, -1.8pp Y/Y) missed JPMe/cons by 2.9/3.0pp. Wireless margins dipped 1.6pp Q/Q while broadband too saw a 3.9pp margin decline. We note that network opex increased 23% Q/Q to INR 15.3bn (28.8% of sales vs. 25.0% in Q3) driven by expansion of 3G and high-speed data network (to over 500 towns) as power and fuel costs increased and some increase for DTH content.

Wireless margin declined 1.64pp Q/Q to 27.4% due to higher 3G related SG&A and network expenses. We expect data revenue contribution to help margins but 2-3 quarters out and in the interim we expect higher costs to keep margins from recovering quickly.

Net profit of INR 1.7bn, EPS of INR 0.8: RCOM reported net income of INR 1.7bn, missing JPMe/cons of INR 3.6/3.1bn by a large margin driven by higher interest and tax expenses. 3G related expenses are expected to hit the P&L from Q1FY12. Q4 EPS was INR 0.8.

Leverage remains at ~5.0x: Net debt at the quarter end was INR 320.5bn (~US\$7bn) and we estimate that the net debt/EBITDA ratio was 5.0x vs. 4.9 in Q3.



This is based on an adjusted Q4 EBITDA of INR15.9bn. High leverage at RCOM remains a concern for us.

Q4 capex low; FY12 guidance of INR 15bn: Capex for the quarter was INR 6.6bn (12.4% of sales), including INR 5.8bn in the wireless segment. Management's capex guidance for FY12 is INR 15bn, ~50% lower than the underlying capex for FY11 with the bulk of the reduction driven by wireless. Management believes the peak capex is in the past and future capex will be driven by capacity needs.

Table 2: Financial metrics

INR in millions, year-end March

	Q4FY11	Q4FY11E	Q4FY11E	Actual vs.	Actual vs.		%		%
	Actual	JPMe	Cons	JPMe	cons.	Q3FY11	Q/Q	Q4FY10	Y/Y
Revenue	53,311	51,275	50,970	4%	5%	50,041	6.53%	50,927	4.7%
Interconnection cost	(6,655)	(7,392)		-10%		(6,640)	0.2%	(6,293)	5.8%
Employee cost	(4,067)	(3,566)		14%		(3,558)	14.3%	(3,396)	19.8%
SG&A	(8,881)	(7,976)		11%		(7,840)	13.3%	(7,300)	21.7%
Network operating costs	(15,331)	(12,579)		22%		(12,493)	22.7%	(15,251)	0.5%
License fee and spectrum	(2,607)	(2,984)		-13%		(2,830)	-7.9%	(2,668)	-2.3%
Total opex	(37,540)	(34,496)		9%		(33,361)	12.5%	(34,908)	7.5%
EBITDA	15,921	16,779	16,754	-5.12%	-4.97%	16,680	-4.6%	16,019	-0.6%
margin (%)	29.9%	32.7%	32.9%	-2.86pp	-3.01pp	33.3%	-3.47pp	31%	-1.59pp
EBIT	5,721	6,184		-7%		6,342	-9.8%	5,172	10.6%
margin (%)	11%	12%		-1.33pp		13%	-1.94pp	10%	0.57pp
Profit before tax	3,487	3,831		-9%		5,046	-30.9%	13,291	-73.8%
Net Income	1,687	3,757	3,112	-55%	-46%	4,803	-64.9%	12,194	-86.2%
Reported EPS	0.8	1.8	1.1	-55%	-46%	2.33	-65.1%	5.91	-86.2%
Сарех	6,590	9,488		-31%		19,140	-65.6%	8,785	-25.0%
Capex/sales (%)	12%	19%		-6.14pp		38%	-25.89pp	17%	-4.89pp

Source: Company reports, J.P. Morgan estimates, Bloomberg.

Table 3: Operational metrics

	Q4FY11	Q4FY11E	Actual vs.		%		%
	Actual	JPMe	JPMe	Q3FY11	Q/Q	Q4FY10	Y/Y
Subscribers ('000s)	137,233	134,676	2%	127,162	7.9%	103,891	32.1%
Net adds ('000s)	10,066	7,500	34%	8,315	21.1%	8,626	16.7%
Net adds per month ('000s)	3,355	2,500	34%	2,772	21.1%	2,875	16.7%
Pre-paid share in base (%)	97%	97%	0.3pp	97%	0.3pp	96%	1.4pp
Churn	4.1%	4.4%	-0.3pp	4.0%	0.1pp	2.8%	1.3pp
Minutes (m)	94,400	93,557	1%	91,500	3.2%	93,500	1.0%
ARPM (INR)	0.44	0.44	1%	0.44	0.4%	0.44	1.6%
MOU	241	241	0%	251	-4.0%	318	-24.2%
ARPU (INR)	107	106	1%	111	-3.6%	139	-23.0%
Revenue breakup							
Wireless	41,978	41,052	2%	40,644	3.3%	40,900	2.6%
Global	19,308	19,845	-3%	19,233	0.4%	20,278	-4.8%
Broadband	6,906	6,306	10%	6,184	11.7%	6,798	1.6%
Others	3,643	3,556	2%	3,107	17.3%	2,845	28.0%
Eliminations	(18,524)	<u>(19,484)</u>	-5%	(19,127)	-3.2%	(19,894)	-6.9%
Total	53,311	51,275	4%	50,041	6.5%	50,927	4.7%
Margin (%)							
Wireless	27.4%	29.2%	-1.9pp	29.0%	-1.6pp	29%	-1.5pp
Global	19.8%	20.9%	-1.2pp	21%	-0.8pp	18%	2.3pp
Broadband	32.7%	36.2%	-3.4pp	36.7%	-3.9pp	37%	-4.4pp
<u>Other</u>	-45.4%	-46.5%	1.2pp	<u>-43%</u>	-2.1pp	<u>-62%</u>	16.5pp
Adjusted EBITDA	29.9%	32.7%	-2.9pp	33%	-3.5pp	32%	-1.8pp

Source: Company reports, J.P. Morgan estimates.

Forecast changes

Table 4: RCOM: New vs. old estimates

205,627 203,591 2,036 1.0% -7.1%	220,795 216,977 3,818 1.8%	244,985 242,458 2,527
203,591 2,036 1.0%	216,977 3,818 1.8%	242,458
2,036 1.0%	3,818 1.8%	
1.0%	1.8%	2,327
-7.170	7.4%	1.0% 11.0%
	7.4%	11.0%
		85,171
	,	84,608
		563
		0.7%
-15.9%	11.9%	16.5%
31.8%	33.1%	34.8%
32.6%	33.2%	34.9%
-0.8%	-0.1%	-0.1%
(39,739)	(44,278)	(43,128)
		(43,278)
		(43,270)
		-0.3%
		-2.6%
0.170	11.470	-2.070
(10 723)	(12/196)	(12,572)
		(12,372)
		2,798
		-18.2%
		0.6%
-170.470	10.570	0.070
(117)	(1 145)	(2,947)
· · ·		(1,298)
		(1,649)
		127.0%
-97.4%	875.6%	157.3%
13 184	13 616	24,923
		22,816
		2,107
		9.2%
-71.3%	3.3%	83.0%
6.4	6.6	12.1
		11.1
		9.2%
-71.2%	3.3%	83.0%
12 057	16 092	17,818
		35,881
		-50.3% 4.9%
J.Z 70	-00.376	4.9%
20 0%	7 7%	7.3%
		1.3%
		-7.5%
	32.6% -0.8% (39,739) (40,134) 395 -1.0% 6.1% (10,723) (10,842) 119 -1.1% -190.4% (117) 1,977 (2,094) -105.9% -97.4% 13,184 15,528 (2,343) -15.1% 6.4 7.5 -15.1%	66,373 $72,002$ $(1,008)$ $1,135$ $-1.5%$ $1.6%$ $-15.9%$ $11.9%$ $31.8%$ $33.1%$ $32.6%$ $33.2%$ $-0.8%$ $-0.1%$ $(40,134)$ $(43,436)$ 395 (842) $-1.0%$ $1.9%$ $6.1%$ $11.4%$ $(10,723)$ $(12,496)$ $(10,842)$ $(15,605)$ 119 $3,110$ $-1.1%$ $-19.9%$ $-190.4%$ $16.5%$ (117) $(1,145)$ $1,977$ $1,296$ $(2,094)$ $(2,441)$ $-105.9%$ $-188.4%$ $-97.4%$ $875.6%$ $13,184$ $13,616$ $15,528$ $12,410$ $(2,343)$ $1,206$ $-15.1%$ $9.7%$ $-71.3%$ $3.3%$ $42,957$ $16,982$ $45,855$ $38,878$ $-6.3%$ $-56.3%$

Source: J.P. Morgan estimates.

Valuation and rating analysis

Our March-12 price target is now INR 95 (vs. Dec-11 INR 82 earlier). This is based on our SOTP-based fair market value of INR 134/share for RCOM's core businesses and an INR 38 reduction for estimated risk of the current regulatory environment.

Table 5: RCOM: Sum of the parts valuation

	Enterprise value	Equity value	Value per share
	(INR million)	(INR million)	(INR)
Wireless	428,696	176,841	86
Globalcom	159,300	115,244	56
Broadband	58,952	50,965	25
Other / Eliminations	<u>(50,227)</u>	<u>(66,816)</u>	<u>(32)</u>
Total	596,720	276,235	134
Quantified regulatory risk			(38)
Price Target			95

Source: J.P. Morgan estimates.

We quantify the risk relating to the 2G spectrum issues. These include [1] excess spectrum payment [2] renewal of licenses [3] the loss attributed to dual-technology telcos by the CAG report [4] others like the shareholding in Swan Telecom and the CBI investigation. We estimate the impact at INR 38. We note that these are known risks to the market now and we acknowledge that the risk here may be different.

Table 6: Tear-down of the impairment adjustment

Issues	Estimated risk (INR mn)	Probability	Impact (INR mn)	Impact per share (INR)
[1] Excess payment	1,564	75%	1,173	1
[2] Renewal of licenses	30,926	75%	23,194	11
[3] Dual technology	119,917	25%	29,979	15
[4] Other known risks (CBI probe / Swan Telecom stake)				12
Total				38

Source: J.P. Morgan estimates.

Risks to our ratings and price target include

Upside risks: [1] Better minute volume performance in wireless; [2] Better performance in Globalcom from data revenue; [3] Wireless margin strength; [4] consolidation in the market; [5] Stake sale confirmation – the RCOM board has approved a 26% stake sale in the company. An equity infusion would be positive and help de-lever the company.

Downside risks: [1] Less success for ROCM in Mobile Number Portability resulting in continued declines in ARPMs vs. the stabilization we forecast; [2] Delays in or unsuccessful stake sale (cash inflow from which would be used for debt reduction) [3] Continued regulatory-related issues.

Reliance Communications Limited: Summary of Financials

Drofit and Loce Statement					Balance Sheet statement				
Profit and Loss Statement Rs in millions, year end Mar	FY11	FY12E	FY13E	FV14F	Rs in millions, year end Mar	FY11	FY12E	FY13E	FY14E
KS III IIIIIIOIIS, year enu war		TTIZL	TTIJL	1114	KS III IIIIIIOIIS, year enu war	1 1 1 1	TTIZL	TTIJL	1114
Revenue	205,627	220,795	244,985	268,320	Cash and equivalents	53,272	35,487	71,387	147,447
EBITDA	65,365	73,137	85,171		Accounts receivable	40,017	43,654	48,437	53,050
D&A	(39,738)	(44,278)	(43,128)	(41,305)	Others	67,495	68,358	70,275	72,124
	,	. ,		,	Total Current assets	160,784	147,499	190,099	272,622
EBIT	25,627	28,859	42,043	55,277					
Interest income	0	3,572	2,137	4,377	Total current liabilities	151,761	154,118	158,080	206,179
Interest expense	-	(16,068)	(14,709)	(14,305)					
Net Interest expense	0	(12,496)	(12,572)	(9,928)	Net working capital	9,023	(6,619)	32,019	66,442
Drafit hafara tau	14.000	1/ 2/ 2	20 472	45.240	Not fived exects	F 47 40/	F20 200	404.000	472 (22
Profit before tax	14,903	16,363	29,472		Net fixed assets	547,496	520,200	494,890	472,623
Tax Not profit reported	(117)	(1,145)	(2,947)	,	Other long term assets	183,001	183,001	183,001	183,001
Net profit - reported	13,307	13,616	24,923		Total non-current assets	730,497	703,201	677,891	655,624
Net profit - adjusted	13,184	13,616	24,923	36,945	Tatal Assats	001 001	050 701	0/7 001	000 045
Charge Outstanding	20/4	20/4	2.0/4	20/4	Total Assets	891,281	850,701	867,991	928,245
Shares Outstanding	2,064	2,064	2,064	2,064	Laws tame data	070 757	21/ 000	201 020	204.475
EPS (Rs) (Reported)	6.4	6.6	12.1		Long-term debt	373,757	316,809	306,028	284,465
EPS (Adjusted)	6.4	6.6	12.1	17.9	Other liabilities	151,761	154,118	158,080	206,179
Development the	(7 10/)	7 40/	11.00/	0.50/	Total Liabilities	525,518	470,927	464,107	490,645
Revenue growth	(7.1%)	7.4%	11.0%	9.5%	Charabaldara' aguitu	257 510	2/0 027	202.425	404 551
EBITDA growth	(15.9%)	11.9%	16.5%		Shareholders' equity	357,518	369,927	392,435	424,551
Net profit growth	(71.0%)	2.3%	83.0%		Minority interests	8,245	9,847	11,448	13,050
EPS growth	(71.0%)	2.3%	83.0%	48.2%	Total liabilities and equity	891,281	850,701	867,991	928,245
EBITDA margin	31.8%	33.1%	34.8%	36.0%	Net debt/(cash)	320,485	281,322	234,640	137,018
EBIT Margin	12.5%	13.1%	17.2%	20.6%	Book value per share	173.24	179.25	190.15	205.72
Net margin	6.5%	6.2%	10.2%	13.8%					
Ratio Analysis					Cash flow statement				
%, year end Mar	FY11	FY12E	FY13E	FY14E	Rs in millions, year end Mar	FY11	FY12E	FY13E	FY14E
· · , , . · · · · · · · · · ·					······································				
P/E (Adjusted)	13.7	13.3	7.2	4.9	Cash flow from operations	19,273	69,848	79,485	131,418
EV/EBITDA	7.7	6.3	4.9	3.3	Capex	(42,957)	(16,982)	(17,818)	(19,038)
P/B	0.5	0.5	0.5	0.4	Cash flow from other investing	(10,123)	(12,496)	(12,572)	(9,928)
ROE	3.6%	3.7%	6.5%	9.0%	Cash flow from financing	90,550	-58,155	-13,196	-26,392
ROCE	3.8%	4.1%	6.1%	7.9%					
ROA	1.5%	1.6%	2.9%	4.1%		4,687	(17,785)	35,900	76,060
FCF Yield	(13.1%)	29.3%	34.1%	62.2%	Beginning cash	48,586	53,273	35,488	71,388
					Closing cash	53,273	35,488	71,388	147,448
Capex to sales	(20.9%)	(7.7%)	(7.3%)	(7.1%)	-				
Debt/Capital	51.1%	46.1%	43.8%	40.1%	FCF	(23,684)	52,866	61,668	112,380

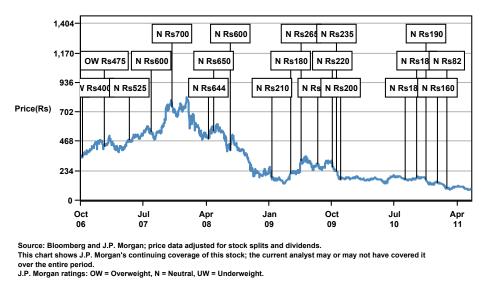
Source: Company reports and J.P. Morgan estimates.

Analyst Certification:

The research analyst(s) denoted by an "AC" on the cover of this report certifies (or, where multiple research analysts are primarily responsible for this report, the research analyst denoted by an "AC" on the cover or within the document individually certifies, with respect to each security or issuer that the research analyst covers in this research) that: (1) all of the views expressed in this report accurately reflect his or her personal views about any and all of the subject securities or issuers; and (2) no part of any of the research analyst's compensation was, is, or will be directly or indirectly related to the specific recommendations or views expressed by the research analyst(s) in this report.

Important Disclosures

- Client of the Firm: Reliance Communications Limited is or was in the past 12 months a client of JPM; during the past 12 months, JPM provided to the company investment banking services, non-investment banking securities-related service and non-securities-related services.
- Investment Banking (past 12 months): J.P. Morgan received, in the past 12 months, compensation for investment banking services from Reliance Communications Limited.
- Investment Banking (next 3 months): J.P. Morgan expects to receive, or intends to seek, compensation for investment banking services in the next three months from Reliance Communications Limited.
- Non-Investment Banking Compensation: JPMS has received compensation in the past 12 months for products or services other than investment banking from Reliance Communications Limited. An affiliate of JPMS has received compensation in the past 12 months for products or services other than investment banking from Reliance Communications Limited.



Reliance Communications Limited (RLCM.BO) Price Chart

Date	Rating	Share Price (Rs)	Price Target (Rs)	
10-Oct-06	OW	344.25	400.00	
13-Jan-07	OW	433.75	475.00	
02-May-07	Ν	477.10	525.00	
08-Aug-07	Ν	544.15	600.00	
06-Nov-07	Ν	745.40	700.00	
10-Apr-08	Ν	484.40	644.00	
04-May-08	Ν	554.25	650.00	
17-Jul-08	Ν	399.30	600.00	
14-Jan-09	Ν	185.40	210.00	
07-Apr-09	Ν	218.10	180.00	
22-May-09	Ν	315.55	265.00	
02-Aug-09	Ν	289.90	250.00	
06-Oct-09	Ν	268.30	220.00	
22-Oct-09	Ν	232.65	235.00	
10-Nov-09	Ν	168.75	200.00	
16-Aug-10	Ν	168.10	188.00	
07-Oct-10	Ν	178.15	182.00	
16-Nov-10	Ν	168.05	190.00	
07-Jan-11	Ν	139.75	160.00	
16-Feb-11	Ν	99.60	82.00	

Explanation of Equity Research Ratings and Analyst(s) Coverage Universe:

J.P. Morgan uses the following rating system: **Overweight** [Over the next six to twelve months, we expect this stock will outperform the average total return of the stocks in the analyst's (or the analyst's team's) coverage universe.] **Neutral** [Over the next six to twelve months, we expect this stock will perform in line with the average total return of the stocks in the analyst's (or the analyst's team's) coverage universe.] **Underweight** [Over the next six to twelve months, we expect this stock will underperform the average total return of the stocks in the analyst's (or the analyst's team's) coverage universe.] J.P. Morgan Cazenove's UK Small/Mid-Cap dedicated research analysts use the same rating categories; however, each stock's expected total return is compared to the expected total return of the FTSE All Share Index, not to those analysts' coverage universe. A list of these analysts is available on request. The analyst or analyst's team's coverage universe is the sector and/or country shown on the cover of each publication. See below for the specific stocks in the certifying analyst(s) coverage universe.

Coverage Universe: **Malvika Gupta:** Bharti Airtel Limited (BRTI.BO), Idea Cellular Limited (IDEA.BO), Reliance Communications Limited (RLCM.BO), Tata Communications Ltd (TATA.BO), Tulip Telecom Limited (TULP.BO)

J.P. Morgan Equity Research Ratings Distribution, as of March 31, 2011

	Overweight	Neutral	Underweight
	(buy)	(hold)	(sell)
J.P. Morgan Global Equity Research Coverage	47%	42%	11%
IB clients*	50%	45%	33%
JPMS Equity Research Coverage	43%	49%	8%
IB clients*	70%	62%	56%

*Percentage of investment banking clients in each rating category.

For purposes only of FINRA/NYSE ratings distribution rules, our Overweight rating falls into a buy rating category; our Neutral rating falls into a hold rating category; and our Underweight rating falls into a sell rating category.

Valuation and Risks: Please see the most recent company-specific research report for an analysis of valuation methodology and risks on any securities recommended herein. Research is available at <u>http://www.morganmarkets.com</u>, or you can contact the analyst named on the front of this note or your J.P. Morgan representative.

Analysts' Compensation: The equity research analysts responsible for the preparation of this report receive compensation based upon various factors, including the quality and accuracy of research, client feedback, competitive factors, and overall firm revenues, which include revenues from, among other business units, Institutional Equities and Investment Banking.

Registration of non-US Analysts: Unless otherwise noted, the non-US analysts listed on the front of this report are employees of non-US affiliates of JPMS, are not registered/qualified as research analysts under FINRA/NYSE rules, may not be associated persons of JPMS, and may not be subject to FINRA Rule 2711 and NYSE Rule 472 restrictions on communications with covered companies, public appearances, and trading securities held by a research analyst account.

Other Disclosures

J.P. Morgan ("JPM") is the global brand name for J.P. Morgan Securities LLC ("JPMS") and its affiliates worldwide. J.P. Morgan Cazenove is a marketing name for the U.K. investment banking businesses and EMEA cash equities and equity research businesses of JPMorgan Chase & Co. and its subsidiaries.

Options related research: If the information contained herein regards options related research, such information is available only to persons who have received the proper option risk disclosure documents. For a copy of the Option Clearing Corporation's Characteristics and Risks of Standardized Options, please contact your J.P. Morgan Representative or visit the OCC's website at http://www.optionsclearing.com/publications/risks/riskstoc.pdf.

Legal Entities Disclosures

U.S.: JPMS is a member of NYSE, FINRA and SIPC. J.P. Morgan Futures Inc. is a member of the NFA. JPMorgan Chase Bank, N.A. is a member of FDIC and is authorized and regulated in the UK by the Financial Services Authority. U.K.: J.P. Morgan Securities Ltd. (JPMSL) is a member of the London Stock Exchange and is authorized and regulated by the Financial Services Authority. Registered in England & Wales No. 2711006. Registered Office 125 London Wall, London EC2Y 5AJ. South Africa: J.P. Morgan Equities Limited is a member of the Johannesburg Securities Exchange and is regulated by the FSB. Hong Kong: J.P. Morgan Securities (Asia Pacific) Limited (CE number AAJ321) is regulated by the Hong Kong Monetary Authority and the Securities and Futures Commission in Hong Kong. Korea: J.P. Morgan Securities (Far East) Ltd, Seoul Branch, is regulated by the Korea Financial Supervisory Service. Australia: J.P. Morgan Australia Limited (ABN 52 002 888 011/AFS Licence No: 238188) is regulated by ASIC and J.P. Morgan Securities Australia Limited (ABN 61 003 245 234/AFS Licence No: 238066) is a Market Participant with the ASX and regulated by ASIC. Taiwan: J.P.Morgan Securities (Taiwan) Limited is a participant of the Taiwan Stock Exchange (company-type) and regulated by the Taiwan Securities and Futures Bureau. India: J.P. Morgan India Private Limited, having its registered office at J.P. Morgan Tower, Off. C.S.T. Road, Kalina, Santacruz East, Mumbai - 400098, is a member of the National Stock Exchange of India Limited (SEBI Registration Number - INB 230675231/INF 230675231/INE 230675231) and Bombay Stock Exchange Limited (SEBI Registration Number - INB010675237/INB010675237) and is regulated by Securities and Exchange Board of India. Thailand: JPMorgan Securities (Thailand) Limited is a member of the Stock Exchange of Thailand and is regulated by the Ministry of Finance and the Securities and Exchange Commission. Indonesia: PT J.P. Morgan Securities Indonesia is a member of the Indonesia Stock Exchange and is regulated by the BAPEPAM LK. Philippines: J.P. Morgan Securities Philippines Inc. is a member of the Philippine Stock Exchange and is regulated by the Securities and Exchange Commission. Brazil: Banco J.P. Morgan S.A. is regulated by the Comissao de Valores Mobiliarios (CVM) and by the Central Bank of Brazil. Mexico: J.P. Morgan Casa de Bolsa, S.A. de C.V., J.P. Morgan Grupo Financiero is a member of the Mexican Stock Exchange and authorized to act as a broker dealer by the National Banking and Securities Exchange Commission. Singapore: This material is issued and distributed in Singapore by J.P. Morgan Securities Singapore Private Limited (JPMSS) [MICA (P) 025/01/2011 and Co. Reg. No.: 199405335R] which is a member of the Singapore Exchange Securities Trading Limited and is regulated by the Monetary Authority of Singapore

(MAS) and/or JPMorgan Chase Bank, N.A., Singapore branch (JPMCB Singapore) which is regulated by the MAS. **Malaysia:** This material is issued and distributed in Malaysia by JPMorgan Securities (Malaysia) Sdn Bhd (18146-X) which is a Participating Organization of Bursa Malaysia Berhad and a holder of Capital Markets Services License issued by the Securities Commission in Malaysia. **Pakistan:** J. P. Morgan Pakistan Broking (Pvt.) Ltd is a member of the Karachi Stock Exchange and regulated by the Securities and Exchange Commission of Pakistan. **Saudi Arabia:** J.P. Morgan Saudi Arabia Ltd. is authorized by the Capital Market Authority of the Kingdom of Saudi Arabia (CMA) to carry out dealing as an agent, arranging, advising and custody, with respect to securities business under licence number 35-07079 and its registered address is at 8th Floor, Al-Faisaliyah Tower, King Fahad Road, P.O. Box 51907, Riyadh 11553, Kingdom of Saudi Arabia. **Dubai:** JPMorgan Chase Bank, N.A., Dubai Branch is regulated by the Dubai Financial Services Authority (DFSA) and its registered address is Dubai International Financial Centre - Building 3, Level 7, PO Box 506551, Dubai, UAE.

Country and Region Specific Disclosures

U.K. and European Economic Area (EEA): Unless specified to the contrary, issued and approved for distribution in the U.K. and the EEA by JPMSL. Investment research issued by JPMSL has been prepared in accordance with JPMSL's policies for managing conflicts of interest arising as a result of publication and distribution of investment research. Many European regulators require a firm to establish, implement and maintain such a policy. This report has been issued in the U.K. only to persons of a kind described in Article 19 (5), 38, 47 and 49 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (all such persons being referred to as "relevant persons"). This document must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this document relates is only available to relevant persons and will be engaged in only with relevant persons. In other EEA countries, the report has been issued to persons regarded as professional investors (or equivalent) in their home jurisdiction. Australia: This material is issued and distributed by JPMSAL in Australia to "wholesale clients" only. JPMSAL does not issue or distribute this material to "retail clients." The recipient of this material must not distribute it to any third party or outside Australia without the prior written consent of JPMSAL. For the purposes of this paragraph the terms "wholesale client" and "retail client" have the meanings given to them in section 761G of the Corporations Act 2001. Germany: This material is distributed in Germany by J.P. Morgan Securities Ltd., Frankfurt Branch and J.P.Morgan Chase Bank, N.A., Frankfurt Branch which are regulated by the Bundesanstalt für Finanzdienstleistungsaufsicht. Hong Kong: The 1% ownership disclosure as of the previous month end satisfies the requirements under Paragraph 16.5(a) of the Hong Kong Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission. (For research published within the first ten days of the month, the disclosure may be based on the month end data from two months' prior.) J.P. Morgan Broking (Hong Kong) Limited is the liquidity provider/market maker for derivative warrants, callable bull bear contracts and stock options listed on the Stock Exchange of Hong Kong Limited. An updated list can be found on HKEx website: http://www.hkex.com.hk. Japan: There is a risk that a loss may occur due to a change in the price of the shares in the case of share trading, and that a loss may occur due to the exchange rate in the case of foreign share trading. In the case of share trading, JPMorgan Securities Japan Co., Ltd., will be receiving a brokerage fee and consumption tax (shouhizei) calculated by multiplying the executed price by the commission rate which was individually agreed between JPMorgan Securities Japan Co., Ltd., and the customer in advance. Financial Instruments Firms: JPMorgan Securities Japan Co., Ltd., Kanto Local Finance Bureau (kinsho) No. 82 Participating Association / Japan Securities Dealers Association, The Financial Futures Association of Japan. Korea: This report may have been edited or contributed to from time to time by affiliates of J.P. Morgan Securities (Far East) Ltd, Seoul Branch. Singapore: JPMSS and/or its affiliates may have a holding in any of the securities discussed in this report; for securities where the holding is 1% or greater, the specific holding is disclosed in the Important Disclosures section above. India: For private circulation only, not for sale. Pakistan: For private circulation only, not for sale. New Zealand: This material is issued and distributed by JPMSAL in New Zealand only to persons whose principal business is the investment of money or who, in the course of and for the purposes of their business, habitually invest money. JPMSAL does not issue or distribute this material to members of "the public" as determined in accordance with section 3 of the Securities Act 1978. The recipient of this material must not distribute it to any third party or outside New Zealand without the prior written consent of JPMSAL. Canada: The information contained herein is not, and under no circumstances is to be construed as, a prospectus, an advertisement, a public offering, an offer to sell securities described herein, or solicitation of an offer to buy securities described herein, in Canada or any province or territory thereof. Any offer or sale of the securities described herein in Canada will be made only under an exemption from the requirements to file a prospectus with the relevant Canadian securities regulators and only by a dealer properly registered under applicable securities laws or, alternatively, pursuant to an exemption from the dealer registration requirement in the relevant province or territory of Canada in which such offer or sale is made. The information contained herein is under no circumstances to be construed as investment advice in any province or territory of Canada and is not tailored to the needs of the recipient. To the extent that the information contained herein references securities of an issuer incorporated, formed or created under the laws of Canada or a province or territory of Canada, any trades in such securities must be conducted through a dealer registered in Canada. No securities commission or similar regulatory authority in Canada has reviewed or in any way passed judgment upon these materials, the information contained herein or the merits of the securities described herein, and any representation to the contrary is an offence. Dubai: This report has been issued to persons regarded as professional clients as defined under the DFSA rules.

General: Additional information is available upon request. Information has been obtained from sources believed to be reliable but JPMorgan Chase & Co. or its affiliates and/or subsidiaries (collectively J.P. Morgan) do not warrant its completeness or accuracy except with respect to any disclosures relative to JPMS and/or its affiliates and the analyst's involvement with the issuer that is the subject of the research. All pricing is as of the close of market for the securities discussed, unless otherwise stated. Opinions and estimates constitute our judgment as of the date of this material and are subject to change without notice. Past performance is not indicative of future results. This material is not intended as an offer or solicitation for the purchase or sale of any financial instrument. The opinions and recommendations herein do not take into account individual client circumstances, objectives, or needs and are not intended as recommendations of particular securities, financial instruments or strategies to particular clients. The recipient of this report must make its own independent decisions regarding any securities or financial instruments mentioned herein. JPMS distributes in the U.S. research published by non-U.S. affiliates and accepts responsibility for its contents. Periodic updates may be provided on companies/industries based on company specific developments or announcements, market conditions or any other publicly available information. Clients should contact analysts and execute transactions through a J.P. Morgan subsidiary or affiliate in their home jurisdiction unless governing law permits otherwise.

"Other Disclosures" last revised January 8, 2011.

Copyright 2011 JPMorgan Chase & Co. All rights reserved. This report or any portion hereof may not be reprinted, sold or redistributed without the written consent of J.P. Morgan.