

## **ATTACHMENT 1**

### **Reliance Communications, Inc. Notification of a Pro Forma Transfer of Control November 9, 2009**

Pursuant to Section 63.24(f) of the Commission's Rules, 47 C.F.R. § 63.24(f), Reliance Communications, Inc. ("RCI"), which holds an International Section 214 authorization (File No. ITC-214-20021107-00535), hereby notifies the Commission of a pro forma transfer of control arising from a series of transactions involving the transfer of ownership interests from an entity controlling RCI to other corporate affiliates of RCI.

In a series of transactions that took place on October 10, 2009, and October 31, 2009, respectively, AAA Communications Private Limited ("AAACPL"), an indirect owner of RCI, reduced its shareholding interest in Reliance Communications Limited ("RCOM"), an intermediate direct parent of RCI, such that AAACPL's interest in RCOM and, by extension, in RCI, decreased from 54.16% to approximately 39.15%. The aggregate 15 % interest transferred by AAACPL went to two corporate affiliates, ADA Enterprises and Ventures Private Limited ("ADAEVPL") and AAA Industries Private Limited ("AAAIPL"), each of which received an additional aggregate interest of 7.50%, and thereby increased each of their ownership interests in RCOM and, by extension, in RCI, from 4.61% to 12.11%.

This change in ownership interests, which results in AAACPL going from holding a greater than 50% interest to holding a less than 50% (but still controlling) interest in the licensee, does not change the ultimate ownership or control of the international Section 214 authorization held by RCI. RCOM continues to be the ultimate corporate parent of RCI, and RCOM, in turn, continues to be majority-owned and controlled by Mr. Anil Ambani.

#### **Response to Question 10 – Contact and Other Information re Transferor and Transferees**

##### **Contact Information for Transferor**

AAA Communications Private Limited  
3rd Floor, Reliance Energy Centre  
Santa Cruz (East)  
Mumbai – 400 055  
Maharashtra, India  
Telephone : +91 22 3037 9252

AAACPL is incorporated in India

AAACPL has not previously received International Section 214 authority and is not requesting such authority here.

Contact Information for Transferee (ADAEVPL)

ADA Enterprises and Ventures Private Limited  
3rd Floor, Reliance Energy Centre  
Santa Cruz (East)  
Mumbai – 400 055  
Maharashtra, India  
Telephone: +91 22 3037 9252

ADAEVPL is incorporated in India

ADAEVPL has not previously received International Section 214 authority and is not requesting such authority here.

Contact Information for Transferee (AAAIPL)

AAA Industries Private Limited  
3rd Floor, Reliance Energy Centre  
Santa Cruz (East)  
Mumbai – 400 055  
Maharashtra, India  
Telephone: +91 22 3037 9252

AAAIPL is incorporated in India

AAAIPL has not previously received International Section 214 authority and is not requesting such authority here.

Legal Counsel for Transferor/Transferees

Christopher C. Tai  
Steptoe & Johnson LLP  
1330 Connecticut Avenue NW  
Washington, DC 20036  
Telephone: (202) 429-3000

**Response to Question 11 – 10% or Greater Owners of Equity of Transferees**

A) The name, address, citizenship, principal business, and ownership percentage of each person or entity that directly or indirectly owns at least 10 percent of the equity of the transferee ADAEVPL<sup>1</sup> are:

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<sup>1</sup> See Exhibit 2 appended hereto for a diagram depicting the ownership structure above the transferees.

**Name:** AAA Business Machines Private Limited

**Address:** 3rd Floor, Reliance Energy Centre  
Santa Cruz (East)  
Mumbai – 400 055  
Maharashtra, India

**Citizenship:** Incorporated in India

**Principal Business:** Holding Strategic Investments

**% Ownership of ADAEVPL:** 90% direct

**Name:** AAA Telecom Holdings Private Limited<sup>2</sup>

**Address:** Arch Makariou III 229 Meliza Court 4<sup>th</sup> Floor P.C. 3105, Limassol, Cyprus

**Citizenship:** Incorporated in Cyprus

**Principal Business:** Holding Strategic Investments

**% Ownership of ADAEVPL:** 10% direct

**Name:** Reliance Innoventures Private Limited

**Address:** 3rd Floor, Reliance Energy Centre  
Santa Cruz (East)  
Mumbai – 400 055  
Maharashtra, India

**Citizenship:** Incorporated in India

**Principal Business:** Holding Strategic Investments

**% Ownership of ADAEVPL:** 100% indirect (through AAA Business Machines Private Limited)<sup>3</sup>

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<sup>2</sup> AAA Telecom Holdings Private Limited was formerly known as Ruthill Holdings Limited.

**Name:** Mr. Anil Ambani

**Address:** Reliance Center  
19, Walchand Hirachand Marg,  
Mumbai, India 400038

**Citizenship:** India

**Principal  
Business:** Industrialist

**% Ownership  
of ADAEVPL:** 67% indirect (through Reliance Innoventures Private Limited and AAA Business  
Machines Private Limited)<sup>4</sup>

**Name:** Mrs. Kokilaben Ambani

**Address:** Reliance Center  
19, Walchand Hirachand Marg,  
Ballard Estate  
Mumbai, India 400038

**Citizenship:** India

**Principal  
Business:** Investor

**% Ownership  
of ADAEVPL:** 33% indirect (through Reliance Innoventures Private Limited and AAA Business  
Machines Private Limited)<sup>5</sup>

B) The name, address, citizenship, principal business, and ownership percentage of each person or entity that directly or indirectly owns at least 10 percent of the equity of the transferee AAAIPL<sup>6</sup> are:

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<sup>3</sup> Percentage ownership reflected is that calculated using the FCC's attribution rule in the Note to Commission Rule 63.18 (47 C.F.R. § 63.18 (h)).

<sup>4</sup> Percentage ownership reflected is that calculated using the FCC's attribution rule in the Note to Commission Rule 63.18 (47 C.F.R. § 63.18 (h)).

<sup>5</sup> Percentage ownership reflected is that calculated using the FCC's attribution rule in the Note to Commission Rule 63.18 (47 C.F.R. § 63.18 (h)).

<sup>6</sup> See Exhibit 2 appended hereto for a diagram depicting the ownership structure above the transferees.

**Name:** AAA Business Machines Private Limited

*Address:* 3rd Floor, Reliance Energy Centre  
Santa Cruz (East)  
Mumbai – 400 055  
Maharashtra, India

*Citizenship:* Incorporated in India

*Principal Business:* Holding Strategic Investments

*% Ownership of AAAIPL:* 90% direct

**Name:** AAA Telecom Holdings Private Limited

*Address:* Arch Makariou III 229 Meliza Court 4<sup>th</sup> Floor P.C. 3105, Limassol, Cyprus

*Citizenship:* Incorporated in Cyprus

*Principal Business:* Holding Strategic Investments

*% Ownership of AAAIPL:* 10% direct

**Name:** Reliance Innoventures Private Limited

*Address:* 3rd Floor, Reliance Energy Centre  
Santa Cruz (East)  
Mumbai – 400 055  
Maharashtra, India

*Citizenship:* Incorporated in India

*Principal Business:* Holding Strategic Investments

*% Ownership of AAAIPL:* 100% indirect (through AAA Business Machines Private Limited)<sup>7</sup>

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<sup>7</sup> Percentage ownership reflected is that calculated using the FCC's attribution rule in the Note to Commission Rule 63.18 (47 C.F.R. § 63.18 (h)).

**Name:** Mr. Anil Ambani

**Address:** Reliance Center  
19, Walchand Hirachand Marg,  
Mumbai, India 400038

**Citizenship:** India

**Principal  
Business:** Industrialist

**% Ownership  
of AAAIPL:** 67% indirect (through Reliance Innoventures Private Limited and AAA Business  
Machines Private Limited)<sup>8</sup>

**Name:** Mrs. Kokilaben Ambani

**Address:** Reliance Center  
19, Walchand Hirachand Marg,  
Ballard Estate  
Mumbai, India 400038

**Citizenship:** India

**Principal  
Business:** Investor

**% Ownership  
of AAAIPL:** 33% indirect (through Reliance Innoventures Private Limited and AAA Business  
Machines Private Limited)<sup>9</sup>

### **Response to Question 12 – Interlocking Directorates with Foreign Carriers**

After the pro forma transfer of control, there will be an interlocking directorate between the transferees and a foreign carrier, specifically, Mr. Hasit Shukla serves as a director of transferee ADA Enterprises and Ventures Private Limited and a director of transferee AAA

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<sup>8</sup> Percentage ownership reflected is that calculated using the FCC's attribution rule in the Note to Commission Rule 63.18 (47 C.F.R. § 63.18 (h)).

<sup>9</sup> Percentage ownership reflected is that calculated using the FCC's attribution rule in the Note to Commission Rule 63.18 (47 C.F.R. § 63.18 (h)).

Industries Private Limited, and he is also an officer of Reliance Communications Limited, a foreign carrier that is an intermediate direct parent of the licensee.

**Response to Question 13 – Narrative Description of Pro Forma Transfer of Control Transactions**

AAA Communications Private Limited (“AAACPL”) is an indirect owner of the licensee through Reliance Communications Limited (“RCOM”), the ultimate corporate parent of the licensee. Prior to the transactions, AAACPL held a 54.16% direct interest in RCOM and, in turn, AAACPL’s interest in the licensee also was 54.16%.<sup>10</sup>

Through a series of transactions that occurred on October 10, 2009, and October 31, 2009, respectively, AAACPL transferred an aggregate 7.50% of its ownership interest in RCOM to each of two of its corporate affiliates, ADA Enterprises and Ventures Private Limited (“ADAEVPL”) and AAA Industries Private Limited (“AAAIPL”). As a result of the transfer, AAACPL’s ownership interest in RCOM and, by extension, in the licensee, declined from 54.16% to approximately 39.15%; and the ownership interests of each of ADAEVPL and AAAIPL in RCOM and, by extension, in the licensee, increased from 4.61% to 12.11%.<sup>11</sup>

This change in ownership interests, which results in AAACPL going from holding a greater than 50% interest to holding a less than 50% (but still controlling) interest in the licensee, does not change the ultimate ownership or control of the international Section 214 authorization held by RCI. RCOM continues to be the ultimate corporate parent of RCI and RCOM, in turn, continues to be majority-owned and controlled by Mr. Anil Ambani.

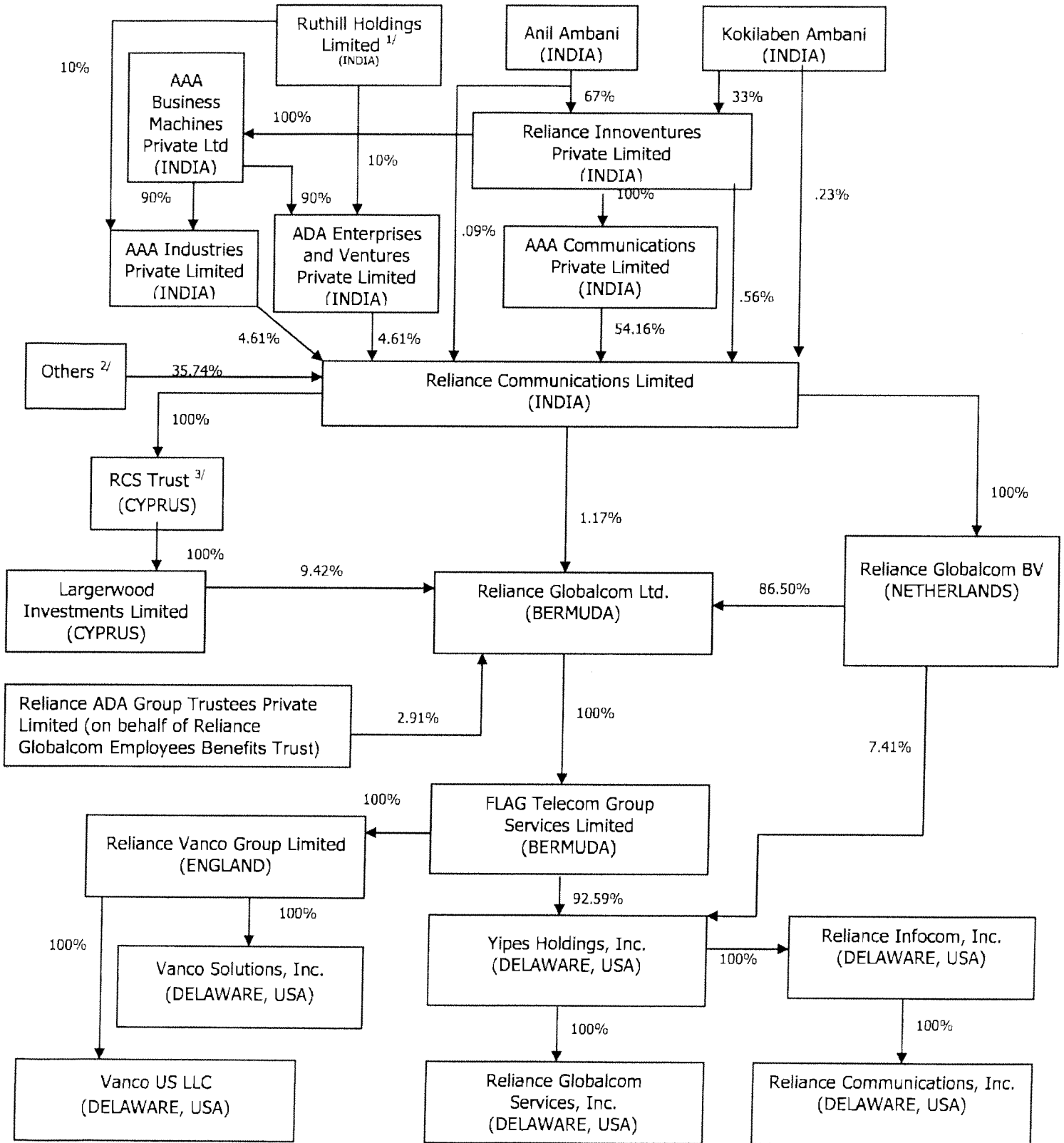
As the foregoing transactions (1) resulted in no actual change in control over RCI; (2) resulted in no change in the entities contained in the corporate structure above RCI; and (3) merely resulted in an indirect owner of the licensee going from holding a greater than 50% interest to holding a less than 50% (but still controlling) interest in the licensee, they were pro forma as defined in Section 63.24 of the Commission’s Rules. 47 C.F.R. § 63.24 (d) (“Transfers of control or assignments that do not result in a change in the actual controlling party are considered non-substantial or pro forma.”); *see also id.*, Note 2 to Paragraph (d) (“Assignment or transfer from a corporation to a wholly owned direct or indirect subsidiary thereof, or vice versa” and “Corporate reorganization that involves no substantial change in the beneficial ownership of the corporation” are presumptively pro forma).

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<sup>10</sup> See Exhibit 1 for a diagram depicting the corporate structure prior to the pro forma transfer of control transactions.

<sup>11</sup> See Exhibit 2 for a diagram depicting the corporate structure after the pro forma transfer of control transactions.

**Exhibit 1**  
**Reliance Corporate Structure Before October 10, 2009**



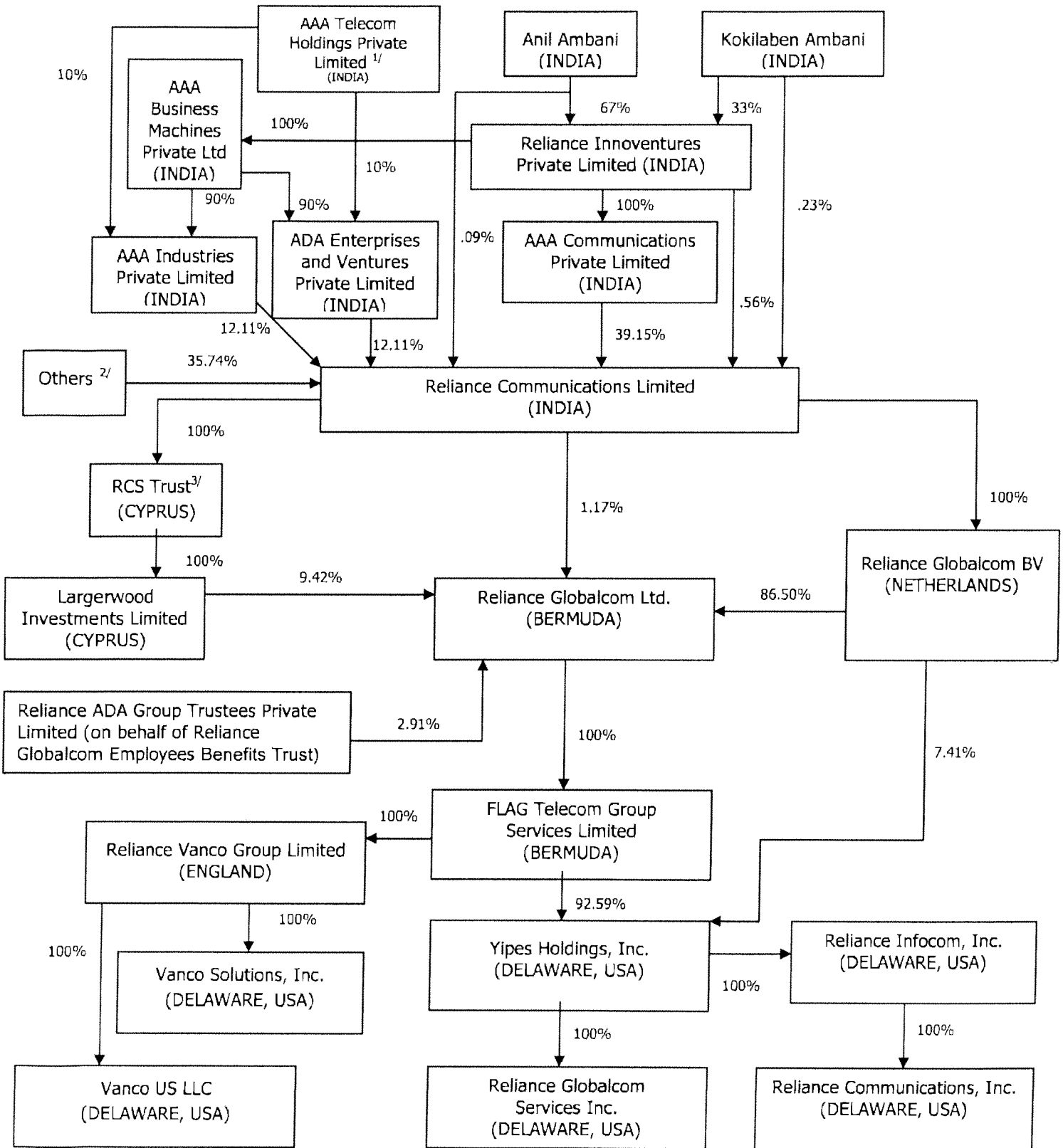
1/ This entity subsequently changed its name to AAA Telecom Holdings Private Limited.

2/ Consists of millions of shareholders, the vast majority of which individually holds a less than 1% interest in RCOM.

3/ The 100% economic interest of the RCS Trust will remain with Reliance/Reliance Subsidiaries.



**Exhibit 2**  
**Reliance Corporate Structure After October 31, 2009**



<sup>1/</sup> Previously known as Ruthill Holdings Limited.

<sup>2/</sup> Consists of millions of shareholders, the vast majority of which individually holds a less than 1% interest in RCOM.

<sup>3/</sup> The 100% economic interest of the RCS Trust will remain with Reliance/Reliance Subsidiaries.