

Reliance Corporate Information
***Pro Forma* Transfer of Control Application**

Reliance Communications, Inc.
600 Third Avenue, 7th Floor
New York, NY 10016
212-319-3755

Contact: Michael Sauer

ATTACHMENT 1

Reliance Communications, Inc. Notification of a *Pro Forma* Transfer of Control July 13, 2012

In accordance with Section 63.24(f) of the Commission's Rules, 47 C.F.R. § 63.24(f), Reliance Communications, Inc. ("RCI") hereby notifies the Commission of a *pro forma* transfer of control that occurred in connection with a reorganization of the Reliance Communication Limited ("RCOM") corporate structure of which RCI is an indirect subsidiary. Specifically, on June 18, 2012, RCOM's wholly owned subsidiary, Reliance Globalcom B.V. ("RGBV"),¹ purchased all of the shares of FLAG Telecom Group Services Limited ("FLAG Telecom") from RGBV's own subsidiary, Reliance Globalcom Limited ("RGL"). FLAG Telecom is an indirect parent company of RCI through its 92.59% interest in Yipes Holdings, Inc. ("Yipes"), which in turn owns 100% of RCI indirectly through its wholly owned subsidiary, Reliance Infocom, Inc. (The remaining 7.41% interest in Yipes is held directly by RGBV.) As discussed below, the change in FLAG Telecom's ownership does not change the ultimate ownership and control of the international Section 214 authorization held by RCI but simply removes RGL as an intermediate owner of RCI. Additionally, RCI notifies the Commission of miscellaneous, minor adjustments in share ownership among other entities holding minority interests in RCOM itself.

Response to Question 10 – Contact and Other Information re Transferor and Transferee:

Contact Information for Transferor

Name: Reliance Globalcom Limited ("RGL")

Address: Reliance Globalcom Limited ("RGL")
Cumberland House,
9th Floor,
1 Victoria Street,
Hamilton HM11,
Bermuda

Citizenship: Organized in Bermuda

¹ RCOM owns 100% of RGBV directly (89.24%) and indirectly (10.76%), through its wholly owned subsidiary, Reliance Communications Infrastructure Limited.

RGL has not previously received international Section 214 authority and is not requesting such authority here.

Contact Information for Transferee

Name: Reliance Globalcom B.V. (“RGBV”)

Address: Amsteldijk 166
Amsterdam 1079 LH
Netherlands

Tel.: +91 233 038 6113

Citizenship: Organized in The Netherlands

RGBV has not previously received international Section 214 authority and is not requesting such authority here.

Legal Counsel for Transferor/Transferee

Name: Christopher C. Tai
Tai Law Group PLLC

Address: 1330 Connecticut Avenue NW
Washington, DC 20036

Tel.: (202) 480-9810

Response to Question 11: 10% or Greater Owners of Equity of Transferee

The name, address, citizenship, principal business, and ownership percentage of each person or entity that directly or indirectly owns at least ten percent (10%) of the equity of the transferee, RGBV, are identified immediately below. The stated percentage ownership for each entity is calculated using the FCC’s attribution rules set forth in the accompanying Note to Rule 63.18 (47 C.F.R. § 63.18(h)). These entities and their relationships are depicted on the attached Exhibits 1 and 2.²

² Exhibit 1 depicts the RCOM Group corporate structure as of June 22, 2010; Exhibit 2 depicts the RCOM Group corporate structure as of June 18, 2012.

Name: Reliance Communications Limited (“RCOM”)

Address: H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai – 400 710
Maharashtra, India

Citizenship: Organized in India.

Principal Business: Telecommunications

% Ownership 100% (89.24% direct; 10.76% indirect through RCIL)

Name: Reliance Communications Infrastructure Limited (“RCIL”)

Address: H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai – 400 710
Maharashtra, India

Citizenship: Organized in India.

Principal Business: Telecommunications

% Ownership 10.76% direct

Name: AAA Communications Private Limited (“ACPL”)

Address: 502, Plot No. 91/94
Prabhat Colony
Santacruz (East)
Mumbai – 400 055
Maharashtra, India

Citizenship: Organized in India.

Principal Business: Holding strategic investments

% Ownership 35.03% indirect (through RCOM and RCIL)

Name: AAA Industries Private Limited (“AIPL”)
Address: 502, Plot No. 91/94
Prabhat Colony
Santacruz (East)
Mumbai – 400 055
Maharashtra, India

Citizenship: Organized in India.

Principal Business: Holding strategic investments

% Ownership 14.535% indirect (through RCOM and RCIL)

Name: ADA Enterprises and Ventures Private Limited (“AEVPL”)

Address: 502, Plot No. 91/94
Prabhat Colony
Santacruz (East)
Mumbai – 400 055
Maharashtra, India

Citizenship: Organized in India.

Principal Business: Holding strategic investments

% Ownership 14.535% indirect (through RCOM and RCIL)

Name: AAA Business Machines Private Limited (“ABMPL”)

Address: 502, Plot No. 91/94
Prabhat Colony
Santacruz (East)
Mumbai – 400 055
Maharashtra, India

Citizenship: Organized in India.

Principal Business: Holding strategic investments

% Ownership 29.07% indirect (through AIPL, AEVPL, RCOM and RCIL)

Name: **Reliance Innoventures Private Limited (“RIPL”)**

Address: 502, Plot No. 91/94
Prabhat Colony
Santacruz (East)
Mumbai – 400 055
Maharashtra, India

Citizenship: Organized in India.

Principal Business: Holding strategic investments

% Ownership 64.7% indirect (through ACPL, ABMPL, AEVPL, AIPL, RCOM and RCIL)

Name: **Anil Ambani**

Address: Reliance Center
19, Walchand Hirachand Marg,
Mumbai, India 40038

Citizenship: India

Principal Business: Industrialist

% Ownership 64.79% indirect (through RIPL, ACPL, ABMPL, AIPL, AEVPL, RCOM and RCIL)

Name: **Mrs. Kokilaben Ambani**

Address: Reliance Center
19, Walchand Hirachand Marg,
Ballard Estate
Mumbai, India 40038

Citizenship: India

Principal Business: Investor

% Ownership 21.58% indirect (through RIPL, ACPL, ABMPL, AEVPL, AIPL, RCOM and RCIL)

Response to Question 12 – Interlocking Directorates with Foreign Carriers

Following the *pro forma* transfer of control, there are two interlocking directorates between the transferee, RGBV, and a foreign carrier. Specifically, two RGBV directors, Mr. Anil Gadodia and Mr. Bharat Dutia, also serve on the Board of Directors of Reliance Communications (UK) Limited.

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

In accordance with Section 63.24(f) of the Commission’s Rules, 47 C.F.R. § 63.24(f), RCI, Inc. (“RCI”) hereby notifies the Commission of a *pro forma* transfer of control that occurred in connection with a reorganization of the Reliance Communication Limited (“RCOM”) corporate structure of which RCI is an indirect subsidiary. Specifically, on June 18, 2012, RCOM’s wholly owned subsidiary, Reliance Globalcom B.V. (“RGBV”),³ purchased all of the shares of FLAG Telecom Group Services Limited (“FLAG Telecom”) from RGBV’s own subsidiary Reliance Globalcom Limited (“RGL”). FLAG Telecom is an indirect parent company of RCI through its 92.59% interest in Yipes Holdings, Inc. (“Yipes”), which in turn owns 100% of RCI indirectly through its wholly owned subsidiary, Reliance Infocom, Inc. (The remaining 7.41% interest in Yipes is held directly by RGBV.) This change in FLAG Telecom’s ownership does not change the ultimate ownership and control of the international Section 214 authorization held by RCI but simply removes RGL as an intermediate owner of RCI. RCI shall continue to be owned and controlled by RCOM and, ultimately, Mr. Anil Ambani. Accordingly, the transaction is presumptively *pro forma* under the Commission’s Rules (*see* 47 C.F.R. §63.24(d)).

The transaction described above is illustrated on Exhibits 1 and 2 hereto. Exhibit 1 depicts the RCOM corporate structure as of June 22, 2010 (the date of the RCOM corporate structure depicted in RCI’s last Commission notification); Exhibit 2 depicts the RCOM corporate structure as of June 18, 2012, after RGBV’s acquisition of FLAG Telecom’s shares from RGL. Also depicted on Exhibit 2 are the following miscellaneous minor adjustments in share ownership among other entities holding minority interests in RCOM itself that have taken place since RCI’s last Commission notification: (a) AAA Communications Private Limited (“ACPL”) reduced its controlling interest in RCOM from 39.15% to 35.03%; (b) Reliance Innoventures Private Limited (controlling parent of ACPL) increased slightly its direct minority interest in RCOM

³ RCOM owns 100% of RGBV directly (89.24%) and indirectly (10.76%), through its wholly owned subsidiary, Reliance Communications Infrastructure Limited.

from 0.56% to 0.60%; (c) each of AAA Industries Private Ltd. and ADA Enterprises and Ventures Private Limited increased its minority ownership interest in RCOM from 12.11% to 14.535% (by each acquiring an additional 2.06% interest from ACPL, with the remaining percentage increase acquired from others); and (d) public ownership of RCOM was reduced slightly from 35.75% to 34.98%.

As RGBV's purchase of Flag Telecom did not result in any actual change in control over RCI, and the various miscellaneous minor adjustments did not involve substantial changes in the relative interests of its parent entities, they were *pro forma* as such term is 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) (stating that an "[a]ssignment or transfer from a corporation to a wholly owned direct or indirect subsidiary thereof or vice versa, or where there is an assignment from a corporation to a corporation owned or controlled by the assignor stockholders without substantial change in their interests" is presumptively *pro forma*).

RCI further certifies, as required by Rule 63.24(f)(2)(ii), that this *pro forma* transaction, taken together with all previous *pro forma* transactions, does not result in a change in the ultimate control of RCI. *See* 47 C.F.R. § 63.24(f)(2)(ii). As is clear from Exhibits 1 and 2, the removal of RGL as a parent company and the minor changes in ownership interests among existing entities at the intermediate level in the RCOM corporate structure above RCI do not change the ultimate ownership or control of the Section 214 authorization held by RCI. RCOM continues to be, through its direct and indirect holdings, the ultimate corporate parent of RCI, and RCOM, in turn, continues to be majority-owned and controlled by Mr. Anil Ambani.⁴

⁴ As determined according to the applicable attribution rules, 47 C.F.R. § 63.18 Note to Paragraph (h).