

ATTACHMENT 1

Responses Accompanying Application for Transfer of Control of International Section 214 Authority (FCC Form 214TC) With Respect to Reliance Communications, Inc. (“RCI”), Licensee (ITC-214-2002-1107-00535)

Answer to Question 10

Information for Transferor

A. Contact Information for Transferor:

Mr. Prakash Shenoy
Company Secretary
Reliance Communications Limited
H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai – 400 710
Maharashtra, India
+91 22 3303 4670
Prakash.shenoy@relianceada.com

with a copy to:

Mr. Christopher C. Tai
Tai Law Group PLLC
1330 Connecticut Avenue, NW
Washington, D.C 20036
(202) 480-9810
chris@tailawgroup.com

- B. Reliance Communications Limited (“RCOM”) is a public company organized under the laws of the Republic of India.
- C. RCOM has not previously received Section 214 authority from the Commission (and is not requesting such authority here).

Information for Transferee

A. Contact Information for Transferee:

Mr. Ravish Kumar
General Counsel
Aircel Limited

DLF Cyber City
Building No. 10-A, 5th Floor
DLF Phase-II
Gurgaon – 12202
Haryana – India
+91 97 1600 0042
ravish.kumar1@aircel.co.in

with a copy to:

Ms. Colleen Sechrest
Harris Wiltshire & Grannis LLP
1919 M Street, NW
Eighth Floor Washington, DC 20036
(202) 730-1308
csechrest@hwglaw.com

- B. Aircel Limited (“Aircel”) is a public company organized under the laws of the Republic of India.
- C. Aircel has not previously received Section 214 authority from the Commission (and is not requesting such authority here).

Answer to Question 11

Set forth below are the names, addresses, citizenship and principal businesses of persons or entities that directly or indirectly own at least ten percent (10%) of the equity of Aircel Limited (both pre-Merger (as such term is defined in the Answer to Question 13 below)) and post-Merger) and the percentage of equity owned by each (to the nearest one one-hundredth percent). The ownership interests were calculated using the methods described in the note to Section 63.18(h) of the Commission’s rules, 47 CFR § 63.18(h).

A. Pre-Merger or Current 10% or Greater Equity Holders of Aircel

Global Communication Services Holdings Ltd (“GCSHL”)

Principal Business Address: c/o AXIS Fiduciary Ltd., 2nd Floor, The AXIS, 26
Cybercity, Ebene 72201, Republic of Mauritius

Place of Citizenship: Republic of Mauritius

Interest Held: GCSHL holds a 65% direct interest in Aircel and a 25.71% direct interest in Deccan Digital Networks Private Limited, and thus holds an aggregate 74% (direct and indirect) interest in Aircel

Principal Business: Holding Company

Maxis Communications Berhad (“MCB”)

Principal Business Address: Level 39, Menara Maxis, Kuala Lumpur City Centre, 50088
Kuala Lumpur, Malaysia

Place of Citizenship: Malaysia

Interest Held: MCB holds a 100% interest in GCSHL, and thus holds a 74% indirect interest in Aircel

Principal Business: Holding Company

Binariang GSM Sdn Bhd (“BGSM”)

Principal Business Address: Level 39, Menara Maxis, Kuala Lumpur City Centre, 50088
Kuala Lumpur, Malaysia

Place of Citizenship: Malaysia

Interest Held: BGSM holds a 100% interest in MCB, and thus holds a 74% indirect interest in Aircel

Principal Business: Holding Company

Deccan Digital Networks Private Limited (“Deccan Digital”)

Principal Business Address: Opus Centre, 47, Central Road, Opposite Tunga Paradise,
M.I.D.C, Andheri (E), Mumbai – 400093, Maharashtra, India

Place of Citizenship: India

Interest Held: Deccan Digital holds a 35% direct interest in Aircel

Principal Business: Holding Company

Sindya Securities & Investments Private Limited (“SSIPL”)

Principal Business Address: 5th Floor, Lakshmi Bhavan, No. 432/609, Sundaram
Avenue, Mount Road, Chennai – 600006 India

Place of Citizenship: India

Interest Held: SSIPL holds a 74.29% in Deccan Digital, and thus holds a 35% indirect interest in Aircel

Principal Business: Holding Company

Mr. P. Dwarakanath Reddy

Address: 5, Second Street, Subba Rao Avenue, Nungambakkam, Chennai – 600006 India

Place of Citizenship: India

Interest Held: Mr. Reddy holds a 99% in SSIPL, and thus holds a 35% indirect interest in Aircel

Principal Business: Businessman

Usaha Tegas Equity Sdn Bhd (“UTE”)

Principal Business Address: Level 39, Menara Maxis, Kuala Lumpur City Centre, 50088
Kuala Lumpur, Malaysia

Place of Citizenship: Malaysia

Interest Held: UTE holds a 100% interest in certain shareholders of BGSM (all of which are wholly-owned subsidiaries of UTE), which individually hold less than 10% in BGSM. Taken together, UTE holds an aggregate 27.38% indirect interest in Aircel

Principal Business: Holding Company

Usaha Tegas Sdn Bhd (“UTSB”)

Principal Business Address: Level 39, Menara Maxis, Kuala Lumpur City Centre, 50088
Kuala Lumpur, Malaysia

Place of Citizenship: Malaysia

Interest Held: UTSB holds a 100% interest in UTE, and thus holds a 27.38% indirect interest in Aircel

Principal Business: Holding Company

Pacific States Investment Limited (“PSIL”)

Principal Business Address: 15 Esplanade, St. Helier, JE1 1RB, Jersey

Place of Citizenship: Jersey, Channel Islands

Interest Held: PSIL holds a 99.99% interest in UTSB, and thus holds a 27.38% indirect interest in Aircel

Principal Business: Holding Company

Excorp Holdings N.V. (“EHN”)

Principal Business Address: Kaya W.F.G. (Jombi) Mensing 36, Curaçao

Place of Citizenship: Curaçao

Interest Held: EHN holds a 100% interest in PSIL, and thus holds a 27.38% indirect interest in Aircel.

Principal Business: Holding Company

PanOcean Management Limited (“PanOcean”)

Principal Business Address: 15 Esplanade, St. Helier, JE1 1RB, Jersey

Place of Citizenship: Jersey, Channel Islands

Interest Held: PanOcean holds a 100% interest in EHN, and thus holds a 27.38% indirect interest in Aircel

Principal Business: Trustee Company

Harapan Nusantara Sdn Bhd (“HNSB”)

Principal Business Address: Level 39, Menara Maxis, Kuala Lumpur City Centre, 50088
Kuala Lumpur, Malaysia

Place of Citizenship: Malaysia

Interest Held: HNSB holds a 100% interest in certain shareholders of BGSM (all of which are wholly-owned subsidiaries of HNSB), which individually hold less than 10% in BGSM. Taken together, HNSB holds an aggregate 22.2% indirect interest in Aircel

Principal Business: Investment Holding and Advisory Services

STC Malaysia Holding Ltd (“STCM”)

Principal Business Address: Offices of Walkers (BVI) Limited, Walkers Chambers, 171
Main Street, P.O. Box 92, Road Town, Tortola VB 1110, British Virgin Islands

Place of Citizenship: British Virgin Islands

Interest Held: STCM holds a 25% interest in BGSM, and thus has an 18.5% indirect interest in Aircel

Principal Business: Investment Holding

STC Asia Telecom Holding Ltd, (“STCA”)

Principal Business Address: Offices of Walkers (BVI) Limited, Walkers Chambers, 171 Main Street, P.O. Box 92, Road Town, Tortola VB 1110, British Virgin Islands

Place of Citizenship: British Virgin Islands

Interest Held: STCA holds a 100% interest in STCM, and thus holds an 18.5% indirect interest in Aircel

Principal Business: Investment Holding

Saudi Telecom Company (“STC”)

Principal Business Address: P.O. Box 87912, Al Mursalat, Riyadh 11652, Kingdom of Saudi Arabia

Place of Citizenship: Kingdom of Saudi Arabia

Interest Held: STC holds a 100% interest in STCA, and thus holds an 18.5% indirect interest in Aircel

Principal Business: Telecommunications Services

Public Investment Fund (“PIF”)

Principal Business Address: P.O. Box 6847, Riyadh 11452, Kingdom of Saudi Arabia

Place of Citizenship: Kingdom of Saudi Arabia

Interest Held: PIF holds a 70% interest in STC, and thus holds an 18.5% indirect interest in Aircel

Principal Business: Investment Management Services for the Sovereign Wealth Fund of Kingdom of Saudi Arabia

B. Post-Merger 10% or Greater Equity Holders of Aircel

Global Communication Services Holdings Ltd (“GCSHL”)

Principal Business Address: c/o AXIS Fiduciary Ltd., 2nd Floor, The AXIS, 26 Cybercity, Ebene 72201, Republic of Mauritius

Place of Citizenship: Republic of Mauritius

Interest Held: GCSHL will hold a 50% direct interest in Aircel

Principal Business: Holding Company

Maxis Communications Berhad (“MCB”)

Principal Business Address: Level 39, Menara Maxis, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia

Place of Citizenship: Malaysia

Interest Held: MCB will continue to hold a 100% interest in GCSHL, and thus will hold a 50% indirect interest in Aircel

Principal Business: Holding Company

Binariang GSM Sdn Bhd (“BGSM”)

Principal Business Address: Level 39, Menara Maxis, Kuala Lumpur City Centre, 50088
Kuala Lumpur, Malaysia

Place of Citizenship: Malaysia

Interest Held: BGSM will continue to hold a 100% interest in MCB, and thus will hold a 50% indirect interest in Aircel

Principal Business: Holding Company

Harapan Nusantara Sdn Bhd (“HNSB”)

Principal Business Address: Level 39, Menara Maxis, Kuala Lumpur City Centre, 50088
Kuala Lumpur, Malaysia

Place of Citizenship: Malaysia

Interest Held: HNSB will continue to hold a 100% interest in certain shareholders of BGSM, which individually hold less than 10% of BGSM, and thus will hold an aggregate 15% indirect interest in Aircel

Principal Business: Investment Holding and Advisory Services

Usaha Tegas Equity Sdn Bhd (“UTE”)

Principal Business Address: Level 39, Menara Maxis, Kuala Lumpur City Centre, 50088
Kuala Lumpur, Malaysia

Place of Citizenship: Malaysia

Interest Held: UTE will continue to hold a 100% interest in certain shareholders of BGSM, which individually hold less than 10% of BGSM, and thus will hold an aggregate 18.5% indirect interest in Aircel

Principal Business: Holding Company

Usaha Tegas Sdn Bhd (“UTSB”)

Principal Business Address: Level 39, Menara Maxis, Kuala Lumpur City Centre, 50088
Kuala Lumpur, Malaysia

Place of Citizenship: Malaysia

Interest Held: UTSB will continue to hold a 100% interest in UTE, and thus will hold an 18.5% indirect interest in Aircel

Principal Business: Holding Company

Pacific States Investment Limited (“PSIL”)

Principal Business Address: 15 Esplanade, St. Helier, JE1 1RB, Jersey

Place of Citizenship: Jersey, Channel Islands

Interest Held: PSIL will continue to hold a 99.99% interest in UTSB, and thus will hold an 18.5% indirect interest in Aircel

Principal Business: Holding Company

ExcCorp Holdings N.V. (“EHN”)

Principal Business Address: Kaya W.F.G. (Jombi) Mensing 36, Curaçao

Place of Citizenship: Curaçao

Interest Held: EHN will continue to hold a 100% interest in PSIL, and thus will hold an 18.5% indirect interest in Aircel

Principal Business: Holding Company

PanOcean Management Limited (“PanOcean”)

Principal Business Address: 15 Esplanade, St. Helier, JE1 1RB, Jersey

Place of Citizenship: Jersey, Channel Islands

Interest Held: PanOcean will continue to hold a 100% interest in EHNV, and thus will hold an 18.5% indirect interest in Aircel

Principal Business: Trust Administration

STC Malaysia Holding Ltd (“STCM”)

Principal Business Address: Offices of Walkers (BVI) Limited, Walkers Chambers, 171 Main Street, P.O. Box 92, Road Town, Tortola VB 1110, British Virgin Islands

Place of Citizenship: British Virgin Islands

Interest Held: STCM will continue to hold a 25% interest in BGSM, and thus will hold a 12.5% indirect interest in Aircel

Principal Business: Investment Holding

STC Asia Telecom Holding Ltd, (“STCA”)

Principal Business Address: Offices of Walkers (BVI) Limited, Walkers Chambers, 171 Main Street, P.O. Box 92, Road Town, Tortola VB 1110, British Virgin Islands

Place of Citizenship: British Virgin Islands

Interest Held: STCA will continue to hold a 100% interest in STCM, and thus will hold a 12.5% indirect interest in Aircel

Principal Business: Investment Holding

Saudi Telecom Company (“STC”)

Principal Business Address: P.O. Box 87912, Al Mursalat, Riyadh 11652, Kingdom of Saudi Arabia

Place of Citizenship: Kingdom of Saudi Arabia

Interest Held: STC will continue to hold a 100% interest in STCA, and thus will hold a 12.5% indirect interest in Aircel

Principal Business: Telecommunications Services

Public Investment Fund (“PIF”)

Principal Business Address: P.O. Box 6847, Riyadh 11452, Kingdom of Saudi Arabia

Place of Citizenship: Kingdom of Saudi Arabia

Interest Held: PIF will continue to hold a 70% interest in STC, and thus will hold a 12.5% indirect interest in Aircel

Principal Business: Investment Management Services for the Sovereign Wealth Fund of Kingdom of Saudi Arabia

Reliance Communications Limited (“RCOM”)

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

Place of Citizenship: India

Interest Held: RCOM will hold a 50% direct interest in Aircel

Principal Business: Telecommunications Services

Reliance Communications Enterprises Private Limited (“RCEPL”)

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

Place of Citizenship: India

Interest Held: RCEPL will continue to hold a 29.05% direct interest in RCOM, and thus
will hold a 14.53% indirect interest in Aircel

Principal Business: Telecommunications Services

Reliance Innoventures Private Limited (“RIPL”)

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

Place of Citizenship: India

Interest Held: RIPL will continue to hold a 100% interest in RCEPL and other
subsidiaries, which individually hold less than 10% interests in Aircel, and thus
will hold an aggregate 28.58% indirect interest in Aircel

Principal Business: Telecommunications Services

Mr. Anil Ambani (“Ambani”)

Principal Business Address: Reliance Center, Near Prabhat Colony, Santacruz (E),
Mumbai, India

Place of Citizenship: India

Interest Held: Mr. Ambani will continue to hold a 67% direct interest in RIPL and this
interest, together with his interests in other entities which directly or indirectly
will hold less than a 10% interest in RCOM, will give Mr. Ambani an aggregate
28.62% indirect interest in Aircel

Principal Business: Businessman

Answer to Question 12

The following directors of Aircel also currently serve as directors of Aircel’s
wholly-owned subsidiary, Dishnet Wireless Limited, a Republic of India company:

Anand Swarup Pathak
Suneeta Reddy
Sheo Nandan Sahal
Vali Nijhawan
Umesh Jain
Uthaya Kumar

The post-Merger directors of Aircel have yet to be determined.

Answer to Question 13

This transfer of control application involves a proposed transaction involving Reliance Communications, Inc. (“RCI”) (the “Transaction”) that is a part of a much larger set of concurrent transactions that will take place outside the United States. RCI, which is currently wholly-owned (indirectly) by its longtime indirect Indian parent Reliance Communications Limited (“RCOM”), is the only Section 214 authorization holder that is the subject of the Transaction. Once all of the transactions, including the Transaction, are consummated, RCI will be wholly-owned (indirectly) by Aircel Limited (“Aircel”), an Indian mobile carrier that, in turn, will be owned in equal parts by RCOM (50%) and Global Communication Services Holdings Ltd (“GCSHL”) (50%), a Mauritius holding company. Such change in ownership will not affect the nature of RCI’s telecommunications services business in the United States.

On September 14, 2016, Aircel, Dishnet Wireless Limited (“DWL”), Deccan Digital Networks Private Limited (“Deccan”), South Asia Communications Private Limited (“SACPL”), RCOM, Reliance Telecom Limited (“RTL”) (all Republic of India companies), GCSHL and Aircom Holdco B.V. (“Aircom”) (a Netherlands company wholly-owned by RCOM), among others, entered into an agreement for a series of concurrent transactions (collectively, the “Merger”), notably (i) the demerger and transfer of various assets of RCOM and RTL, namely their wireless telecommunications businesses in India, to Aircel and DWL, (ii) the merger of Deccan and SACPL with Aircel, and (iii) the issuance of shares by Aircel to RCOM and the shareholders of Deccan and SACPL. Included in the Merger is a transfer by RCI’s parent company, Reliance Infocom, Inc. (“RII”), of its 100% interest in RCI to Aircom,¹ and the transfer by RCOM of all of the shares of Aircom and, by extension, Aircom’s subsidiaries to Aircel. Thus, Aircom’s subsidiaries will include RCI and, indirectly, RCI’s wholly-owned subsidiaries consisting of Reliance Communications International Inc. (“RCII”), and Reliance Communications Canada Inc. (“RCCI”) (collectively, the “RCOM U.S. Businesses”), each of which is a Delaware corporation. Consequently, upon the consummation of the above-described transactions, Aircel will become the sole owner of the RCOM U.S. Businesses, and each of RCOM and GCSHL will hold a 50% equity interest in Aircel. The pre- and post-Transaction ownership structure is depicted in the attached Schedule to Answer to Question 13.

The foregoing parties propose to enter into the Merger, including the Transaction, primarily to expand the businesses of Aircel and its subsidiaries (the “Aircel Group”) and RCOM and its subsidiaries (the “RCOM Group”) into growing markets in India and recognize synergies, efficiencies and economies of scale in operations, logistics, and

¹ The parties recognize that this transfer of all of RII’s interest in RCI to Aircom, another wholly-owned subsidiary of RCOM, will constitute a *pro forma* transfer of control even though it is an interim step that will be followed almost simultaneously by the Transaction itself. The parties will submit a notification of such *pro forma* transfer of control at such time if the Commission deems such notification necessary.

capital expenditures. The Merger will also allow the Aircel Group and the RCOM Group to strengthen their respective asset base while enhancing their financial flexibility.

Answer to Question 14

Aircel, the assignee, is an Indian company and authorized to provide competitive wireline and wireless voice and data services in India. Aircel has less than a 50% market share in the international transport and the local access markets in India.

RCI, the Section 214 authorization holder, is not a foreign carrier. RCI is affiliated with the foreign carriers set forth in the attached Schedule to Answer to Question 14.

Answer to Question 15

After consummation of the Transaction, RCI, the Section 214 authorization holder, and RCII, a wholly-owned subsidiary of RCI that provides international calling card services in the United States under the umbrella of RCI's Section 214 authorization, will provide international telecommunications services to the destination countries identified in the attached Schedule to Answer to Question 15 that will be served by foreign carriers which will be controlled by the entities that will also own at least a twenty-five percent (25%) interest in RCI.

Answer to Question 16

RCI will qualify for continued non-dominant classification on all routes. As noted in the Answers to Questions 15 and 16, the foreign carriers with which RCI is affiliated each has less than a 50% market share in the international transport and local access markets in the relevant destination countries. Each of the foreign carrier affiliates therefore lacks sufficient market power in the relevant destination countries to affect competition adversely in the U.S. market. *See* 47 C.F.R. §63.10(a)(3). In sum, RCI is not affiliated with any foreign carrier that has a 50% or greater market share in the international transport and the local access markets in any destination country. Therefore, under Section 63.10(a)(3) of the Commission's Rules, RCI shall presumptively continue to be classified as non-dominant on all routes, including routes to destination countries that are served by carrier affiliates of RCI.

Answer to Question 20

Applicants respectfully request streamlined processing of this Application pursuant to Section 63.12 of the Commission's rules, 47 CFR § 63.12. Although RCI is affiliated with foreign carriers in the above-described destination markets, this

Application qualifies for streamlined processing for the following reasons: (i) the licensee, RCI, qualifies for a presumption of non-dominance under Section 63.10(a)(3) of the Commission's rules, 47 CFR § 63.10(a)(3), because its foreign carrier affiliates each have less than 50% share of the local access and international transport markets in their relevant destination markets, *see* 47 CFR § 63.12(c)(1)(ii); and (ii) RCI is not affiliated with any dominant U.S. carrier whose international switched or private line services it seeks to resell, *see* 47 CFR § 63.12(c)(2).