

ATTACHMENT 1

Reliance Communications, Inc. Notification of a Pro Forma Transfer of Control August 12, 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 of ownership interests from and to entities controlling RCI. On July 13, 2009, RCI's indirect parent, Reliance Gateway Net Limited ("RGNL"), was merged into its direct (and RCI's ultimate indirect) parent company, Reliance Communications Limited ("RCOM"). This change in ownership interests, which merely removes an intermediate company from the ownership chain above 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 Transferee

Contact Information for Transferor

Reliance Gateway Net Limited
H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai – 400 710
Maharashtra, India
Telephone: + 91 22 3032 7808

RGNL was incorporated in India

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

Contact Information for Transferee

Reliance Communications Limited
H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai – 400 710
Maharashtra, India
Telephone: + 91 22 3038 6113

RCOM is incorporated in India

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

Legal Counsel for Transferor/Transferee

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 Transferee

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, RCOM,¹ are:

Name: AAA Communications Private Limited (“AAACPL”)
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 RCOM: 54.16% direct

Name: Reliance Innoventures Private Limited (“RIVPL”)
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 RCOM: 100% indirect (through 100% direct ownership in AAACPL times AAACPL’s 54.16% direct ownership)² and 0.56% direct

¹ See Exhibit 2 appended hereto for a diagram depicting the ownership structure above RCOM.

² Through operation of the multiplier specified in the note to Commission Rule 63.18(h) for calculating attributable interests, wherever the ownership percentage for any link in the ownership chain exceeds 50%, it is treated as a 100% interest. See 47 C.F.R. § 63.18, Note to paragraph (h). This multiplier is applied, as appropriate, in the calculations of ownership percentages throughout this notification.

Name: Mr. Anil Ambani
Address: Reliance Center,
 19, Walchand Hirachand Marg,
 Ballard Estate
 Mumbai – 400 038
 Maharashtra, India
Citizenship: India
Principal Business: Industrialist
% Ownership of RCOM: 100% indirect (through 67% direct ownership in RIVPL)³ and 0.09% direct

Name: Mrs. Kokilaben Ambani
 Reliance Center,
 19, Walchand Hirachand Marg,
 Ballard Estate
 Mumbai – 400 038
 Maharashtra, India
Citizenship: India
Principal Business: Investor
% Ownership of RCOM: 33.18% indirect (through 33% direct ownership in RIVPL)⁴ and 0.23% direct

Response to Question 12 – Interlocking Directorates with Foreign Carriers

After the pro forma transfer of ownership interests, there continue to be interlocking directorates with foreign carriers, as follows:

<u>Name of the Company</u>	<u>Country</u>	<u>Directors/Officers</u>
FLAG Telecom Group Services Limited	Bermuda	Rod Riley Mike Sauer Owen Best Prakash Shenoy [♦]

³ *Id.*

⁴ *Id.*

[♦] Mssrs. Prakash Shenoy, Rod Riley, and Punit Garg serve solely as officers in the above companies, as indicated.

Reliance Globalcom Ltd.	Bermuda	Rod Riley♦ Prakash Shenoy♦ Punit Garg♦
Reliance FLAG Telecom Ireland Limited	Ireland	Rod Riley♦ Harsh Malhotra
FLAG Atlantic UK Limited	UK	Harsh Malhotra Mike Sauer Rod Riley♦
Reliance FLAG Atlantic France SAS	France	Harsh Malhotra Mike Sauer
FLAG Telecom (Taiwan) Limited	Taiwan	Owen Best Girish Kulai
FLAG Telecom Hellas AE	Greece	Rod Riley Antonio Cardone
FLAG Telecom Japan Limited	Japan	Owen Best Girish Kulai
FLAG Telecom Asia Limited	Hong Kong	Owen Best Girish Kulai
Reliance Communications Canada, Inc.	Delaware	Mike Sauer Prakash Shenoy
FLAG Telecom Servizi Italia Spa	Italy	Harsh Malhotra Antonio Cardone

Response to Question 13 – Narrative Description of Pro Forma Transaction

Reliance Globalcom BV (“RGBV”) holds an 86.50 percent interest in Reliance Globalcom Ltd. (“Reliance Globalcom”), a company that indirectly controls International Section 214 licensee RCI. Prior to the transaction, RGNL held a 90 percent direct interest in RGBV, while RCOM, RGNL’s direct parent, held a 10 percent direct interest in RGBV.⁵

After the corporate reorganization transaction was consummated on July 13, 2009, RGNL was merged into RCOM, making RCOM the direct holder of all interest (i.e., 100

⁵ See Exhibit 1 for a diagram depicting the corporate structure prior to the pro forma transaction.

percent) in RGBV.⁶ Thus, the effect of the transaction was the removal of an intermediate company (RGNL) in the ownership chain above the Section 214 licensee.

The transaction 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 this transaction (1) resulted in no actual change in control over RCI; and (2) merely removed an intermediate company from the ownership chain above RCI, the transaction was 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).

For the Commission's information, RCI also wishes to inform the Commission of three additional ownership transfers, none of which constitute an assignment or a transfer of control under 47 C.F.R. § 63.24(c), but which RCI notes nevertheless for the Commission's records⁷:

1. *ESOP Stock Issuance*

On August 14, 2008, Reliance Globalcom issued 30,000,000 additional shares (a 2.91 percent share) under its Employee Stock Ownership Plan to Reliance ADA Group Trustees Private Ltd. ("RADA") on behalf of Reliance Globalcom Employee Benefits Trust. As a result of this issuance of shares, there was a dilution of ownership interests of other shareholders. The following ownership percentages in Reliance Globalcom resulted from the stock issuance to RADA: (i) Largerwood Investments Limited ("LIL") held 19.42 percent; (ii) RGBV held 76.5 percent; (iii) RGNL held 1.17 percent; and (iv) RADA held 2.91 percent.

2. *Transfer of Shares from LIL to RGBV*

On December 31, 2008 LIL transferred 10 percent of its ownership interest in Reliance Globalcom to RGBV. As a result of this transfer, LIL now holds a 9.42 percent interest in Reliance Globalcom, while RGBV holds an 86.50 percent interest in Reliance Globalcom.

3. *Transfer of Interests to AAACPL and AAAIPL*

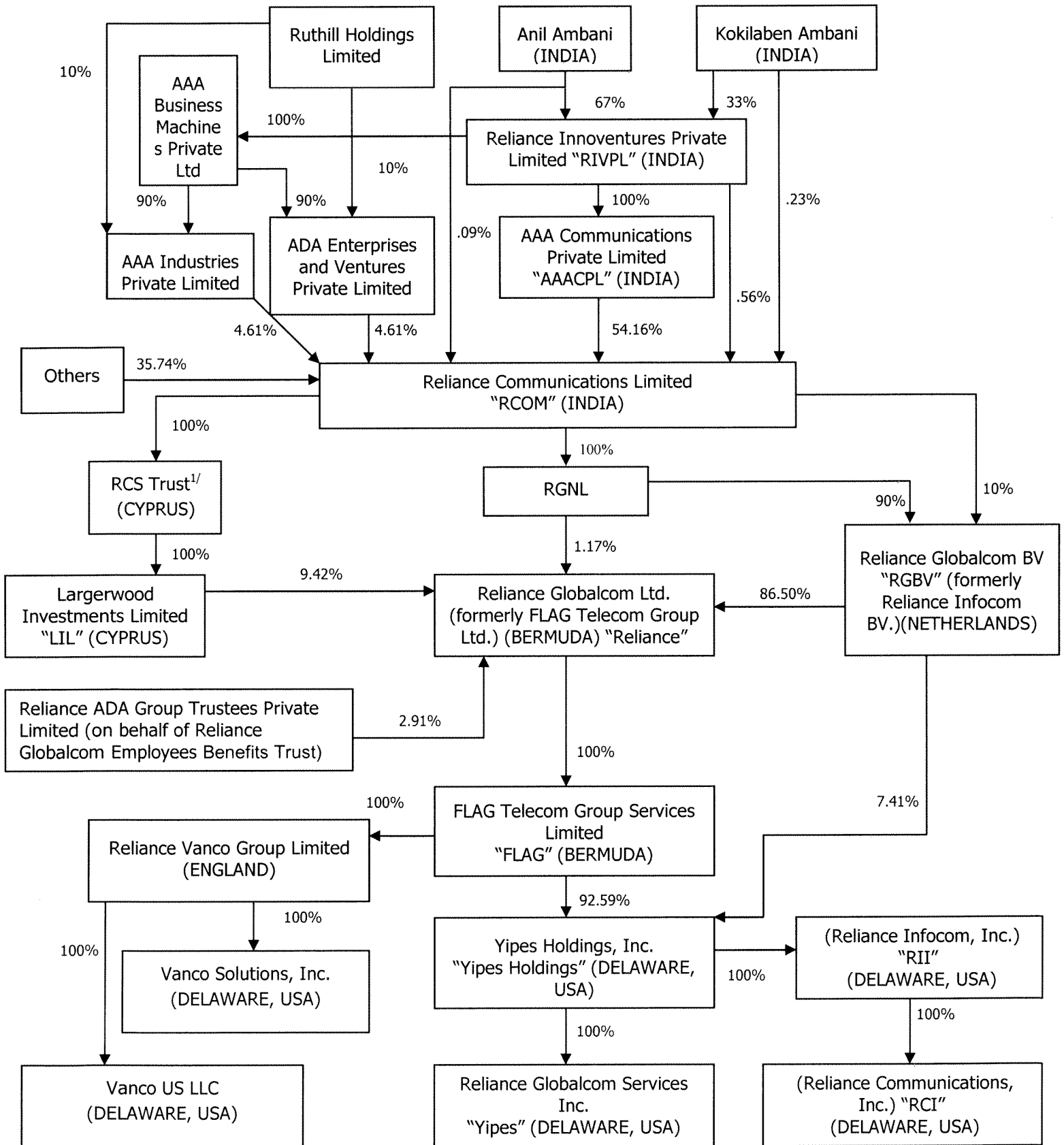
On June 26, 2009, AAA Communications Private Limited ("AAACPL") transferred 4.61 percent of its 63.38 percent interest in RCOM to AAA Industries Private Limited ("AAAIPL"), a company controlled by Reliance Innoventures Private Limited ("RIVPL"), which is controlled by Mr. Anil Ambani. AAACPL transferred a further 4.61 percent of its 63.38 percent interest in

⁶ See Exhibit 2 for a diagram depicting the corporate structure after the pro forma transaction.

⁷ All of these changes are reflected in the diagrams in Exhibits 1 and 2.

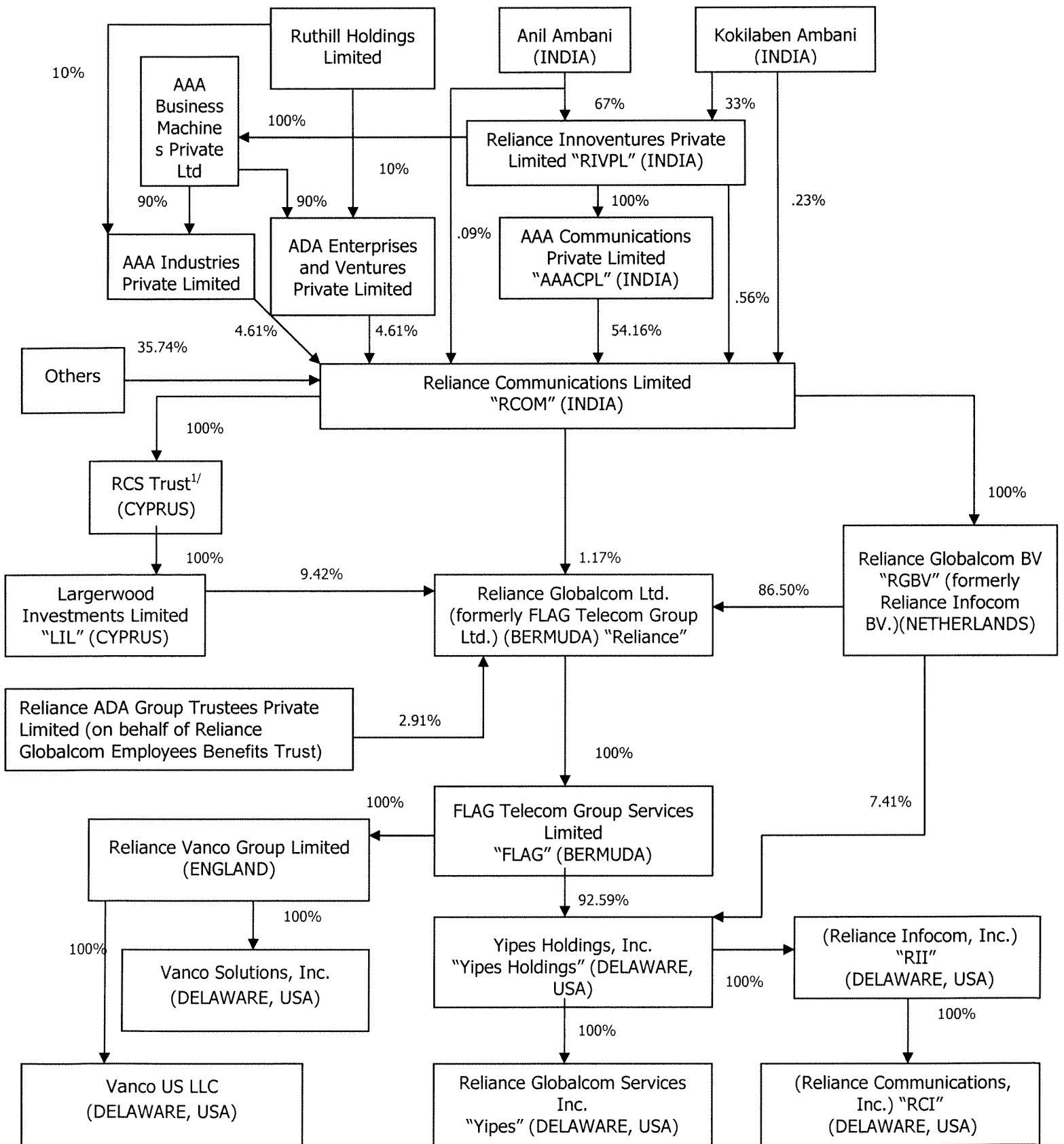
RCOM to ADA Enterprises and Ventures Private Limited (“ADAEV”), a company controlled by RIVPL, which is controlled by Mr. Anil Ambani. As a result of these transfers, AAACPL’s ownership in RCOM was reduced from 63.38 percent to a still-controlling 54.16 percent.

Exhibit 1
Reliance Corporate Structure Before July 13, 2009



^{1/} The 100% economic interest of the RCS Trust will remain with Reliance/Reliance Subsidiaries.

Exhibit 2
Reliance Corporate Structure After July 13, 2009



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