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May 28, 2020

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: Pro Forma Transfer of Control of International Section 214 Authorization, File No. ITC-214-20021107-00535, in Connection with Insolvency Proceedings of Reliance Communications Limited Under the Indian Insolvency and Bankruptcy Code, 2016

Dear Ms. Dortch,

Pursuant to 47 U.S.C. §214 and 47 C.F.R. §63.24(g), the undersigned hereby notifies the Federal Communications Commission (the “**Commission**”) of the *pro forma* transfer of control of the international Section 214 authorization held by Reliance Communications, Inc., a Delaware corporation (“**RCI**”) (FRN 0007896970) from Reliance Communications Limited, an Indian limited company and the ultimate corporate parent of RCI (“**RCOM**”), to Reliance Communications Limited, Corporate Debtor, a corporate debtor under the Insolvency and Bankruptcy Code of India, 2016 (“**RCOM, Corporate Debtor**”) in connection with the pending insolvency of RCOM, Corporate Debtor and its affiliates and of other *pro forma* transactions related to such insolvency (the “**Transfer of Control**”). RCI is a provider of international wholesale telecommunications services, with authorization to provide global or limited global facilities-based and resale service.

The Corporate Insolvency Resolution (the “**CIR**”) process was initiated pursuant to an application filed by a third party against RCOM in India, which was admitted on May 15, 2018, by the Hon’ble National Company Law Tribunal, Mumbai (the “**Tribunal**”), pursuant to provisions of the Code (the “**CIRP Order**”). On May 18, 2018, the Tribunal issued an order appointing Mr. Pardeep Kumar Sethi as the interim resolution professional of RCOM, Corporate Debtor (the “**IRP**”) to manage the affairs of RCOM, Corporate Debtor and exercise the powers of the board of directors of RCOM, Corporate Debtor (the “**RCOM Board**”) that were

suspended also pursuant to the order, but the National Company Law Appellate Tribunal (the “**Appellate Tribunal**”) stayed the CIRP Order and restored the powers of the RCOM Board on May 30, 2018 (the “**Stay Order**”). On April 30, 2019, the Appellate Tribunal vacated the Stay Order and all other interim orders passed by it, which vacation allowed the CIR process to resume and the powers of the IRP to be restored. On June 21, 2019, the Tribunal issued an order replacing the IRP with Mr. Anish Niranjan Nanavaty as the Resolution Professional of RCOM, Corporate Debtor (the “**RP**”). Upon such appointment, the RP became vested with the authority to manage the affairs of RCOM, Corporate Debtor and exercise the powers of the RCOM Board.

Throughout the CIR process, RCOM, Corporate Debtor has maintained its indirect 100% interest in RCI *via* its direct and indirect 100 percent interest in Reliance Globalcom BV (“**RGBV**”).¹ RGBV, in turn, holds a 100 percent interest in Reliance Infocom, Inc, the direct 100% parent of RCI. The equity interest of Mr. Anil Ambani, the former controlling shareholder of RCOM, in RCOM, Corporate Debtor has been reduced over time, however, *via* a series of transactions through which creditors invoked shares pledged by Mr. Ambani to secure loans made to RCOM and other companies in which Mr. Ambani held significant interests. Even though Mr. Ambani remained RCOM, Corporate Debtor’s single largest shareholder until the latest invocation on March, 28, 2020, the invocations taken together have resulted in the following changes in his direct and indirect interests in RCOM, Corporate Debtor:

1. The voting and economic interest of Reliance Ornatus Enterprises and Ventures Private Limited (formerly known as ADA Enterprises and Ventures Private Limited) in RCOM, Corporate Debtor has been reduced from 12.49 percent to 3.33 percent;
2. The voting and economic interest of Reliance Wind Turbine Installators Industries Private Limited (formerly known as AAA Industries Private Limited) in RCOM, Corporate Debtor has been reduced from 12.49 percent to 0.31 percent;
3. The voting and economic interest of Reliance Communications Enterprises Private Limited (formerly known as AAA Communications Private Limited) in RCOM, Corporate Debtor has been reduced from 30.10 percent to approximately 0.00 percent;
4. The voting and economic interest of Reliance Innoventures Private Limited in RCOM, Corporate Debtor has been reduced from 0.52 percent to approximately 0.00 percent; and

¹ RCOM, Corporate Debtor holds a direct 89.24% interest in RGBV and an indirect 10.76% interest via its 100% interest in Reliance Communications Infrastructure Limited (“**RCIL**”), which holds a direct 10.76% in RGBV.

5. Mr. Ambani's direct voting and economic interest in RCOM, Corporate Debtor has been reduced from 0.08 percent to 0.07 percent.

As a result of the actions described above, the aggregate public shareholding in RCOM, Corporate Debtor has increased from 44.13 percent to 95.89 percent, thereby diluting the aggregate voting and economic interest held by Mr. Ambani from 55.68 percent to 3.71 percent.² As noted earlier, however, Mr. Ambani remained RCOM, Corporate Debtor's single largest shareholder until the most recent invocation and, until the powers of the RCOM Board were suspended by the Tribunal as part of the CIR process, Mr. Ambani retained *de facto* control of RCOM, exercised through his role as the 'Promoter' (as such term is defined under the Securities and Exchange Board of India Regulations, 2018) of RCOM and as chairman of the RCOM Board, pursuant to Article 93 of RCOM's Articles of Association.

The Company shall notify the Commission upon RCOM, Corporate Debtor's emergence from the CIR process and the restoration of the powers of the RCOM Board. In the event that RCOM, Corporate Debtor's emergence from the insolvency proceedings will result in Mr. Ambani not exercising *de facto* control over RCOM or some entity other than RCOM obtaining control over RCI, such emergence or transaction will be conditioned upon the receipt of all necessary regulatory approvals and clearances, including consent for a substantive transfer of control of RCI.

Please see Attachment 1 for the additional information required pursuant to 47 C.F.R. § 63.18, and Attachment 1, Exhibits A and B for diagrams illustrating the changes in shareholdings and the *pro forma* transactions described above.³ Exhibit A illustrates RCI's ownership structure as last reported to the Commission on August 16, 2014. Exhibit B illustrates RCI's ownership structure as of March 28, 2020, the date of the last change in the shareholdings of Mr. Ambani. As Exhibits A and B show, the changes in shareholdings and the *pro forma* transactions

² Other members of Mr. Ambani's immediate family hold small direct ownership interests in RCOM, Corporate Debtor. When combined with the interests held by Mr. Ambani, the voting and economic interests held by Mr. Ambani's immediate family, including those held by Mrs. Kokilaben Ambani, total approximately 4.11 percent.

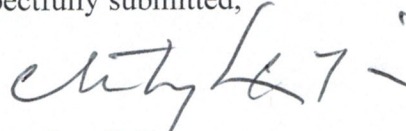
³ As indicated on Exhibits A and B, several of RCI's affiliates also hold Commission authorizations. Each of these other authorization holders—Reliance Globalcom Limited, Reliance Globalcom Services, Inc., Vanco US, LLC, and Vanco Solutions, Inc.—has filed separate *pro forma* notifications and, subsequently, substantive transfer of control applications. Please note, however, that the ownership percentages described in this *pro forma* notification and shown on Exhibit B hereto include invocation of pledge transactions subsequent to the filing of the Chapter 11 bankruptcy described in those affiliates' notifications and applications.

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described herein have had no effect on RCOM, Corporate Debtor's 100-percent indirect interest in RCI.

As required by 47 C.F.R. § 63.24(g) (as defined in 47 C.F.R. § 63.24(f)(2)(ii)), RCI certifies in the attached certification that this Transfer of Control is *pro forma* in nature and would not, when considered together with all previous *pro forma* transactions, result in a change of ultimate control of RCI.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Christopher C. Tai", with a horizontal line extending to the right.

Christopher C. Tai
Counsel to Reliance Communications, Inc.

Attachments

cc: Denise Coca
David Krech