

# RELIANCE Communications

Anil Dhirubhai Ambani Group

RECEIVED

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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

Reliance Communications Limited  
Dhirubhai Ambani Knowledge City  
Navi Mumbai - 400 710.

Tel. : +91 22 3038 6286

Fax : +91 22 3037 6622

www.rcom.co.in



09047012

Exemption File No. 82 – 35005

24<sup>th</sup> September, 2009

Mr. Paul M. Dudek  
Securities and Exchange Commission  
Division of Corporation Finance  
Office of International Corporate Finance  
100 F Street, NE  
Washington, DC 20549  
USA

**SUPPL**

Dear Mr. Dudek,

We refer to your letter granting exemption under Rule 12g3-2 (b) of the Securities Act, 1934 and wish to inform you that we have submitted following documents to the Stock Exchanges in India as per the requirements of the Listing Agreement.

- (1) A letter dated 22<sup>nd</sup> September, 2009 in the matter of "IPO by Reliance Infratel Limited".
- (2) A letter dated 22<sup>nd</sup> September, 2009 alongwith Media Release dated 22<sup>nd</sup> September, 2009.
- (3) A letter dated 22<sup>nd</sup> September, 2009 in the matter of proceedings of the 5<sup>th</sup> Annual General Meeting held on 22<sup>nd</sup> September, 2009.
- (4) A letter dated 24<sup>th</sup> September, 2009 intimating DRHP of Reliance Infratel Limited filed with SEBI alongwith Media Release issued by Reliance Infratel Limited.

Copies of the aforesaid letters are enclosed herewith for your information and record.

Kindly take the same on record.

Thanking You.

Yours Faithfully,  
For Reliance Communications Limited

  
Hasit Shukla  
President and Company Secretary

Encl: As Above



# RELIANCE Communications

Anil Dhirubhai Ambani Group

Reliance Communications Limited  
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September 22, 2009

The General Manager  
Corporate Relationship Department  
The Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai 400 001  
Fax No.: 2272 2037/39/41/61/3121/3719  
BSE Scrip Code: 532712

The Manager  
National Stock Exchange of India Ltd.  
Exchange Plaza, C/1, Block G  
Bandra - Kurla Complex,  
Bandra (East)  
Mumbai 400 051  
Fax No.: 2659 8237 / 38/ 47/ 48  
NSE Symbol: RCOM

Dear Sir,

**Sub: IPO by Reliance Infratel Limited**

We wish to inform you that the Board of Directors of Reliance Communications Limited at its meeting held today i.e. Tuesday, the 22nd September 2009 has **approved the proposal by Reliance Infratel Limited, a subsidiary company** promoted by Reliance Communications Limited, a part of Reliance Anil Dhirubhai Ambani Group, to undertake an Initial Public Offering ("IPO") of equity shares of the company. The Net Issue will constitute 10.0% of the post-Issue paid-up equity capital of the Company.

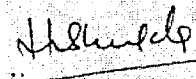
The draft red herring prospectus for the said IPO will be filed by Reliance Infratel Limited with SEBI shortly.

Reliance Infratel Limited is one of the leading passive telecommunication infrastructure providers in India.

We request you to kindly inform your members accordingly.

Thanking you.

Yours faithfully  
For **Reliance Communications Limited**



Hasit Shukla  
President and Company Secretary

Cc to: National Securities Depository Limited -- Fax No. 2497 2993 / 6351  
Central Depository Services (India) Limited -- Fax No. 2272 3199

Exr. File No. 82-25005

# RELIANCE Communications

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September 22, 2009

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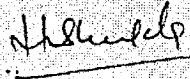
Dear Sir,

**Sub: MEDIA RELEASE**

We enclose herewith the Media Release dated September 22, 2009 being issued by the Company which is self explanatory.

Kindly inform your members accordingly.

Yours faithfully  
For Reliance Communications Limited

  
Hasit Shukla  
Company Secretary

Encl: as above.

# RELIANCE Communications

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Reliance Communications Limited  
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## Media Release

### NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION OUTSIDE INDIA

The Board of Reliance Communications Limited approved the **proposal by Reliance Infratel Limited, a subsidiary company** promoted by Reliance Communications Limited, a part of Reliance Anil Dhirubhai Ambani Group, **to undertake an Initial Public Offering** of equity shares of the company. The draft red herring prospectus for the said IPO will be filed by Reliance Infratel Limited with SEBI shortly.

**The Net Issue will constitute 10.0% of the post-Issue paid-up equity capital of the Company.**

Reliance Infratel Limited is one of the leading passive telecommunication infrastructure providers in India.

#### **Note**

*Reliance Infratel Limited is proposing, subject to receipt of requisite approvals, market conditions and other considerations, a public issue of its equity shares and to file a Draft Red Herring Prospectus with SEBI.*

*This announcement is not an offer for sale or solicitation of an offer to buy securities in the United States or any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.*

#### **About Reliance Communications**

Reliance Communications Limited founded by the late Shri Dhirubhai H Ambani (1932-2002) is the flagship company of the Reliance Anil Dhirubhai Ambani Group. The Reliance Anil Dhirubhai Ambani Group currently has a net worth in excess of Rs. 64,000 crore (US\$ 13.6 billion), cash flows of Rs. 13,000 crore (US\$ 2.8 billion), net profit of Rs. 8,400 crore (US\$ 1.8 billion).

Reliance Communications is India's foremost and truly integrated telecommunications service provider. The Company, with a customer base of over 85 million including over 2.2 million individual overseas retail customers, ranks among the Top 10 Telecom companies in the world by number of customers in a single country. Reliance Communications corporate clientele includes 2,100 Indian and multinational corporations, and over 800 global, regional and domestic carriers.

Reliance Communications has established a pan-India, next generation, integrated (wireless and wireline), convergent (voice, data and video) digital network that is capable of supporting best-of-class services spanning the entire communications value chain, covering over 24,000 towns and 600,000 villages. Reliance Communications owns and operates the world's largest next generation IP enabled connectivity infrastructure, directly connecting 40 countries from the East coast of the United States, to Europe, the Middle East, India, South and East Asia, through to Japan.

Registered Office: H Block, 1<sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710.

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Anil Dhirubhai Ambani Group

EXR File No 82-35005

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September 22, 2009

The General Manager  
Corporate Relationship Department  
The Bombay Stock Exchange Limited  
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Dalal Street, Fort,  
Mumbai 400 001  
Fax No.: 2272 2037/39/41/61/3121/3719  
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The Manager  
National Stock Exchange of India Ltd.  
Exchange Plaza, C/1, Block G  
Bandra - Kurla Complex, Bandra (East)  
Mumbai 400 051  
Fax No.: 2659 8237 / 38

**NSE Symbol: RCOM**

Dear Sir,

**Sub: Proceedings of the 5<sup>th</sup> Annual General Meeting held on September 22, 2009.**

We wish to inform you that the Members of the Company at the 5<sup>th</sup> Annual General Meeting held on September 22, 2009, have duly approved all the businesses as specified in the notice convening the meeting viz :-

1. Adoption of audited Balance Sheet as at March 31, 2009, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. Confirm payment of Interim Dividend of Re.0.80 per equity share of Rs.5 each, i.e. @16% for the financial year 2008 - 2009 as final dividend.
3. Appointment of Shri S. P. Talwar as Director of the Company, liable to retire by rotation.
4. Appointment of M/s. Chaturvedi & Shah, Chartered Accountants and M/s. BSR & Co., Chartered Accountants, as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, at a remuneration to be decided by the Board of Directors.

We request you to kindly bring the aforesaid information to the notice of your members.

Thanking you.

Yours faithfully  
**For Reliance Communications Limited**

  
Hásit Shukla  
President and Company Secretary

FAR. File No. 82-25005

# RELIANCE Communications

Anil Dhirubhai Ambani Group

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September 24, 2009

The General Manager  
Corporate Relationship Department  
The Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai 400 001  
Fax No.: 2272 2037/39/41/61/3121/3719  
**BSE Scrip Code: 532712**

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Exchange Plaza, C/1, Block G  
Bandra - Kurla Complex,  
Bandra (East)  
Mumbai 400 051  
Fax No.: 2659 8237 / 38/ 47/ 48  
**NSE Symbol: RCOM**

Dear Sir,

**Sub: Reliance Infratel files Draft Red Herring Prospectus with the SEBI**

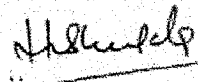
This has reference to our letter dated September 22, 2009, whereby we informed you of the decision taken by the Board of the Company to approve the proposal by Reliance Infratel Limited, a subsidiary company promoted by Reliance Communications Limited, a part of Reliance Anil Dhirubhai Ambani Group, to undertake an Initial Public Offering of equity shares.

In this connection we wish to inform that the Draft Red Herring Prospectus for the said IPO has been filed by Reliance Infratel Limited with SEBI today.

A copy of the media release being issued by Reliance Infratel is enclosed.

Kindly inform your members accordingly.

Yours faithfully  
For **Reliance Communications Limited**



Hasit Shukla  
President and Company Secretary

Cc to: National Securities Depository Limited -- Fax No. 2497 2993 / 6351  
Central Depository Services (India) Limited -- Fax No. 2272 3199

**Reliance Infratel Limited**

**Media Release**

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION OUTSIDE INDIA**

**Reliance Infratel Limited files Draft Red Herring Prospectus with SEBI**

**Mumbai, September 24, 2009:** Reliance Infratel Limited (the "Reliance Infratel"), a subsidiary promoted by Reliance Communications Limited, a part of Reliance Anil Dhirubhai Ambani Group, proposes an initial public offering (IPO) of 15,60,00,000 Equity Shares of Rs. 10 each ("Equity Shares") for cash at a premium (the "Issue") to be decided through a 100% book building process. The Net Issue will constitute 10.0% of the post-Issue paid-up equity capital of the Company.

Reliance Infratel has filed its Draft Red Herring Prospectus ("DRHP") with the Securities and Exchange Board of India ("SEBI").

At least 60% of the Net Issue to the public shall be allotted on a proportionate basis to Qualified Institutional Buyers ("QIBs"), of which 5% shall be available for allocation to Mutual Funds only. The remaining QIB Portion shall be available for allocation to all the QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. The Company may allocate up to 30% of the QIB Portion to Anchor Investors on a discretionary basis. Further, at least 30% of the Net Issue shall be available for allocation on a proportionate basis to the Retail Individual Bidders and at least 10% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price.

Reliance Infratel is one of the leading passive telecommunication infrastructure providers in India.

Reliance Infratel is a subsidiary promoted by Reliance Communications Limited, a part of Reliance Anil Dhirubhai Ambani group.

The Issue proceeds are proposed to be utilized, inter alia, for repayment of loans, general corporate purposes including meeting capital expenditure, working capital requirements, strategic initiatives, partnerships, joint ventures and acquisitions.

The Equity Shares of Reliance Infratel are proposed to be listed on the Bombay Stock Exchange Limited ("BSE") and the National Stock Exchange of India Limited ("NSE").

JM Financial Consultants Private Limited, J.P. Morgan India Private Limited, Deutsche Equities India Private Limited, Enam Securities Private Limited, HSBC Securities and Capital Markets (India) Private Limited, ICICI Securities Limited, Macquarie Capital Advisers (India) Limited and UBS Securities India Private Limited are acting as the Book Running Lead Managers (BRLMs) to the Issue Amarchand & Mangaldas & Suresh A. Shroff & Co. is advising the Company whilst Linklaters LLP and Khaitan & Co, are advising the BRLMs in relation to the Issue.

**Note**

*Reliance Infratel Limited is proposing, subject to market conditions and other considerations, an initial public offering of its equity shares and has filed a Draft Red Herring Prospectus (DRHP) with the Securities and Exchange Board of India (SEBI). The DRHP is available on the website*

of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and the respective websites of the BRLMs at [www.jmfinancial.com](http://www.jmfinancial.com),  
[www.jpmpil.com](http://www.jpmpil.com), [www.db.com/India](http://www.db.com/India), [www.enam.com](http://www.enam.com), [www.hsbc.co.in](http://www.hsbc.co.in),  
[www.icicisecurities.com](http://www.icicisecurities.com), [www.macquarie.com/in](http://www.macquarie.com/in) and [www.ibb.ubs.com/Corporates/indianipo](http://www.ibb.ubs.com/Corporates/indianipo).

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*"This announcement has been prepared for publication in India and may not be released in the United States. This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States, and any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933 or an exemption from registration."*