

RELIANCE Communications

Anil Dhirubhai Ambani Group

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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

Exemption File No. 82 – 35005

29th January, 2010

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,

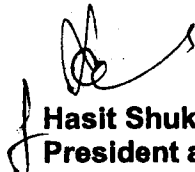
We refer to your letter granting exemption under Rule 12g3-2 (b) of the Securities Act, 1934 and wish to inform you that we have submitted a Secretarial Audit Report for the quarter ended 31st December, 2009 to the Stock Exchanges in India as per the requirements of the Listing Agreement.

Copy of the aforesaid letter is enclosed herewith for your information and record.

Kindly take the same on record.

Thanking You.

Yours Faithfully,
For Reliance Communications Limited

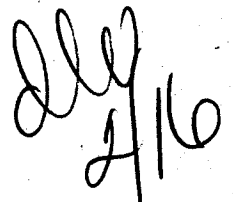


Hasit Shukla
President and Company Secretary

Encl: As Above



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Exe. File No. 82-25005

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January 29, 2010

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

NSE Symbol: RCOM

Dear Sir,

Sub: Secretarial Audit Report for the quarter ended 31st December, 2009.

Pursuant to the Circular No.D&CC/FITIC/CIR -16/2002 dated December 31, 2002 issued by the Securities and Exchange Board of India, we forward herewith a Secretarial Audit Report dated 14th January, 2010 issued by M/s. Haribhakti & Co, Chartered Accountants for the quarter ended 31st December, 2009, as required.

Kindly take the same on record.

Yours faithfully
For Reliance Communications Limited


Hasit Shukla
President and Company Secretary

Encl: As above

HARIBHAKTI & CO. CHARTERED ACCOUNTANTS

417 & 418, MODEL HOUSE, DWARAKAPURI COLONY, PUNJAGUTTA, HYDERABAD - 500 082. ☎ 66620227, 30621888
 • E-mail : hyderabad@bdoharibhakti.co.in • Website : www.bdoharibhakti.co.in • Telefax : 66620277

The Board of Directors
Reliance Communications Limited
H' Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai - 400 710

SECRETARIAL AUDIT REPORT

We have examined the Register of Members, beneficiary details furnished by the depositories and other records / documents maintained by M/s. Reliance Communications Limited (hereinafter referred to as the "Company") and its Registrar and Share Transfer Agents for issuing Certificate in accordance with Circular D&CC/FITTC/CIR-16/2002 dated December 31, 2002 issued by Securities and Exchange Board of India.

In our opinion and to the best of our information and according to the explanations given to us and based on such verification as considered necessary, we hereby certify the following :-

1 For Quarter Ended	December 31, 2009
2 ISIN	INE330H01018
3 Face Value	Rs. 5/- per Equity Share
4 Name of the Company	Reliance Communications Limited
5 Registered Office Address	H' Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710
6 Correspondence Address	H' Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710
7 Telephone & Fax Nos.	Tel No: 022 - 3038 6286, Fax No: 022 - 3037 6622
8 Email address	hasit.shukla@relianceada.com
9 Names of the Stock Exchanges where the company's securities are listed	1. Bombay Stock Exchange Limited 2. National Stock Exchange of India Limited.
10 Issued Capital	Number of Shares 206 40 26 881 % of Total Issued Cap. 100.00
11 Listed Capital (Exchange - wise) - For Exchanges listed in '9' above (as per company records)	206 40 26 881 100.00
12 Held in dematerialised form in CDSL	6 86 13 114 3.32
13 Held in dematerialised form in NSDL	194 20 08 771 94.09
14 Physical	5 34 04 996 2.59
15 Total No. of Shares (12+13+14)	206 40 26 881 100.00
16 Reasons for difference if any, between:	
a) (10&11):	NA
b) (10&15):	NA
c) (11&15):	NA



17 Certifying the details of changes in share capital during the quarter under consideration as per Table below : NIL

Particulars***	No. of Shares.	Applied / Not Applied for listing	Listed on Stock Exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-prin. appr. Pending from SE (Specify Names)
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*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify)

18 Register of Members is updated (Yes / No) if not, updated upto which date

YES
NA

19 Reference of previous quarter with regards to excess dematerialised shares, if any.

NA

20 Has the company resolved the matter mentioned in point no.19 above in the current quarter ? If not, reason why ?

NA

21 Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay :

Total No. of demat requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 Days	11	590	Delay in receipt of Physical DRFs & Share Certificates from DP.
	12	673	Rejected since Physical DRFs & Share Certificates not received from DP within 30 days.
Total	23	1 263	
Pending for more than 21 days	2	19	Non-receipt of Physical DRFs & Share Certificates from DP
Total	2	19	

22 Name, Telephone & Fax No. of the Compliance Officer of the Company

Shri Hasit Shukla Tel No.: 022 - 3038 6286 Fax No.: 022 - 3037 6622

23 Name, Address, Tel. & Fax No., Regn. No. of the Auditor

Haribhakti & Co. Chartered Accountants 42, Free Press House, 215, Nariman Point Mumbai - 400 021 Tel.: 022 6639 1101 Fax : 022 2285 6237
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24 Appointment of common agency for share registry work if yes (name & address)

Karvy Computershare Pvt. Ltd. Plot No. 17-24, Vittal Rao Nagar Madhapur Hyderabad - 500 081
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25 Any other detail that the auditor may like to provide. (e.g. BIFR company, delisting from SE, company changed its name etc.) - Nil

FOR HARIBHAKTI & CO.
 CHARTERED ACCOUNTANTS

HIUZEIFA UNWALA
 PARTNER

M. No.: 105711

Place: Mumbai
 Date: 14/01/2010

CERTIFIED TRUE COPY

FOR RELIANCE COMMUNICATIONS LIMITED

Handwritten signature