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OFFICE OF INTERNATIONAL
CORPORATE FINANCE

Reliance Communications Limited

Regd. Office : H-Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai - 400 710

Tel.: +91 022 30386286

Fax: +91 022 30376622

Exemption File No. 82 - 35005

20th January, 2007

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

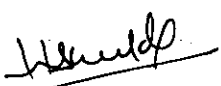
Dear Mr. Dudek,

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 letter dated 20th January, 2007 in the matter of Secretarial Audit Report for the quarter ended 31st December, 2006, under the Listing Agreement of the Stock Exchanges in India, copy of the same is enclosed herewith for your information and records.

Kindly take the same on record.

Thanking You.

Your Faithfully
For Reliance Communications Limited


Hasit Shukla
Company Secretary

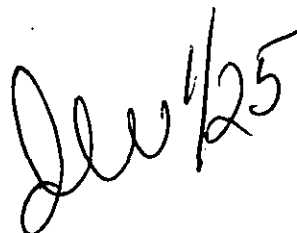
Encl: As Above

Copy to: Yusuf Saifari
Greenberg Traurig LLP
1900 University Avenue, 5th Floor
East Palo Alto, CA 94303

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Reliance Communications Limited

Regd. Office : H-Block, 1st Floor
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Navi Mumbai - 400 710

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January 20, 2006

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,

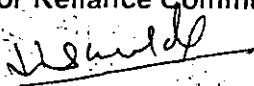
Sub: Secretarial Audit Report for the quarter ended 31st December 2006

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 issued by M/s. Haribhakti & Co, Chartered Accountants for the quarter ended 31st December 2006 as required.

Kindly take the same on record.

Yours faithfully

For Reliance Communications Limited


Hasit Shukla
Company Secretary

Encl: As above



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

SECRETARIAL AUDIT REPORT

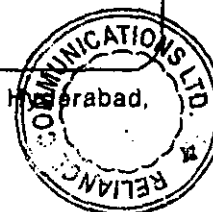
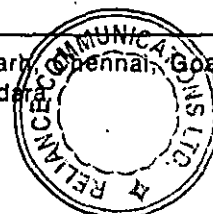
We have examined the Register of Members, beneficiary details furnished by the depositories and other records / documents maintained by M/s. Reliance Communications Limited (formerly known as Reliance Communication Ventures Limited (hereinafter referred to as the "Company")) and its Registrar and Share 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 2006
2 ISIN	INE330H01018
3 Face Value	Rs. 5/- per Equity Share
4 Name of the Company	Reliance Communications Limited
5 Registered Office Address	II' Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710
6 Correspondence Address	II' 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 204 46 14 990 % of Total Issued Cap. 100.000
11 Listed Capital (Exchange - wise) For Exchanges listed in '9' above (as per company records)	204 46 14 990 100.000
12 Held in dematerialised form in CDSL	2 10 11 732 01.028
13 Held in dematerialised form in NSDL	195 46 56 914 95.600
14 Physical	6 89 46 344 03.372
15 Total No. of Shares (12+13+14)	204 46 14 990 100.000
16 Reasons for difference if any, between:	
a) (10&11):	NA
b) (10&15):	NA
c) (11&15):	NA



Our Network in India : Ahmedabad, Bangalore, Bhopal, Bhubeneshwar, Chandigarh, Chennai, Goa, Hyderabad, Jaipur, Jodhpur, Kolkata, New Delhi, Patna, Pune and Vadodra



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)
NIL						

*** Rights, Bonus, Preferential Issue, ESOP's, 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	37	1 753	Delay in receipt of Physical DRFs & Share Certificates from DP
	24	1 953	Rejected since Physical DRFs & Share Certificates not received from DP within 30 days
Total	61	3 706	
Pending for more than 21 days	5	214	Non-receipt of Physical DRFs & Share Certificates from DP
Total	5	214	

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

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
701, Raheja Centre
214, Nariman Point
Mumbai - 400 021
Tel.: 022 30212800 - 801
Fax.: 022 22814834

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

25 Any other detail that the auditor may like to provide. (e.g. BIFR company, delisting from SE, company changed its name etc.) - NA

cc: Mumbai

cc:

15 JAN 2007



BHUPENDRA BANGARI
PARTNER
M. No.: 42320

CERTIFIED TRUE COPY
FOR RELIANCE COMMUNICATIONS LIMITED

HASIT SHUKLA
COMPANY SECRETARY

