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To the Members of Reliance Jio Infocomm Limited

We refer to our reports on the standalone financial statements and consolidated financial statements of Reliance Jio Infocomm Limited (the Company) for the year ended March 31, 2015 issued on April 16, 2015. The Gazette version of the Companies (Auditors' Report) Order, 2015 (CARO 2015) was not available in the Official Gazette of India on the date of our reports. Accordingly, our reports did not contain an Annexure on the matters specified in paragraphs 3 and 4 of CARO 2015.

Subsequent to the issuance of our reports dated April 16, 2015, CARO 2015 has been notified in the Official Gazette. While it is not obligatory on our part to issue our reports on the matters specified in paragraphs 3 and 4 of CARO 2015, based on the discussions with the company, as a measure of good governance, we give hereinafter a statement on the matters specified in paragraphs 3 and 4 of CARO 2015. This may be treated as an Annexure to our aforesaid Reports on standalone financial statements and consolidated financial statements for the year ended March 31, 2015.

- i. In respect of its fixed assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- ii. The nature of the Company's activities during the year does not involve the use of inventory. Accordingly, clause (ii) of paragraph 3 of CARO 2015 is not applicable to the Company.
- iii. In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 (the Act). Accordingly, clause (iii) of paragraph 3 of CARO 2015 is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the company has an adequate internal control system commensurate with its size and the nature of its business for the purchases of fixed assets and the sale of services. The nature of the Company's activities during the year does not involve the purchase of inventory or sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in such internal control system.

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- v. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (v) of paragraph 3 of CARO 2015 are not applicable to the Company.
- vi. According to the information and explanations given to us, the Companies (Cost Records and Audit) Rules, 2014, as amended and specified by the Central Government under Section 148 (1) of the Act are not applicable to the Company. Accordingly, clause (vi) of paragraph 3 of CARO 2015 is not applicable to the Company.
- vii. In respect of statutory dues:
 - a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess, and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2015 for a period of more than six months from the date of becoming payable
 - b) There are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess which have not been deposited as on 31st March, 2015 on account of disputes.
 - c) According to the records of the Company, there are no amounts that are due to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- viii. The accumulated losses of the Company at the end of the financial year are less than fifty per cent of its net worth and the Company has incurred cash losses in the current financial year and in the immediately preceding financial year.
- ix. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks and debenture holders.
- x. In our opinion and according to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- xi. According to the information and explanation given to us, the term loans have, *prima facie*, been applied for the purposes for which they were obtained.

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- xii. In our opinion and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

Further to the above, in respect of consolidated financial statements of the Company, a separate report under CARO 2015 is not being issued as the Group has no subsidiary or associate company incorporated in India.

For **Chaturvedi & Shah**
Chartered Accountants
(Registration No.101720W)

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Registration No.117366W / W-
100018)

For **Atul Kulshrestha & Co.**
Chartered Accountants
(Registration No.013768N)

Sd/-

R. Koria
Partner
Membership No. 35629

Sd/-

Abhijit A. Damle
Partner
Membership No. 102912

Sd/-

R. Varadharajan
Partner
Membership No. 207728

Mumbai, dated 2nd June 2015