

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

Sub: Certificate on accounting treatment in the Draft Scheme of Arrangement in accordance with Sub-Para 5(a) of Paragraph I (A) of Annexure I of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015

We, M/s. Charturvedi & Shah, Chartered Accountants (Firm Registration No. 101720W) are one of the joint statutory auditors of **Reliance Communications Limited**, (hereinafter referred to as “the Company”), have examined the proposed accounting treatment specified in clause 8 of the Draft Scheme of Arrangement between Reliance Communications Limited and Reliance Telecom Limited and their respective Shareholders and Creditors in terms of the provisions of Section 391 to 394 of the Companies Act, 1956 as amended and corresponding provisions of the Companies Act, 2013 (to the extent notified) with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956/ Companies Act, 2013 and Other Generally Accepted Accounting Principles.


The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 1956/ Companies Act, 2013.

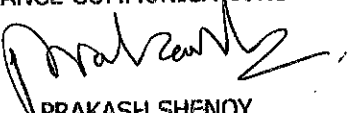
This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the National Stock Exchange of India Limited and BSE Limited. This Certificate should not be used for any other purpose without our prior written consent.

Place: Mumbai
 Date: 24th June, 2016

For M/s. Charturvedi & Shah
 Chartered Accountants
 Firm Registration Number: 101720W


 Lalit R. Mhalsekar
 (Partner)
 Membership No. 0103418

CERTIFIED TRUE COPY
FOR RELIANCE COMMUNICATIONS LIMITED


 PRAKASH SHENOY
 COMPANY SECRETARY

