



May 30, 2024

National Stock Exchange of India Limited

Exchange Plaza, C/1, G Block
Bandra – Kurla Complex
Bandra (East)
Mumbai 400 051

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Description of Security:

PPD17: RJIL 6.20% 2027 Sr PPD 17

Scrip code:

PPD17: 973711

Dear Sir / Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2024

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Annual Secretarial Compliance Report, duly issued by BNP & Associates, Company Secretaries, for the financial year ended March 31, 2024.

Thanking you,

Yours faithfully,
For **Reliance Jio Infocomm Limited**

Jyoti Jain
Company Secretary

Encl.: a/a

**SECRETARIAL COMPLIANCE REPORT OF RELIANCE JIO INFOCOMM LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

To,
**The Board of Directors,
Reliance Jio Infocomm Limited.**

We have examined:

- (a) all the documents and records made available to us and explanations provided by Reliance Jio Infocomm Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other documents/ filings, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations, 2015**");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not applicable to the listed entity during the Review Period;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - **Not applicable to the listed entity during the Review Period;**
- (d) Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 - **Not applicable to the listed entity during the Review Period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not applicable to the listed entity during the Review Period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and paragraph 6.1 and 6.2 of Section V-D of chapter V of the Master Circular dated July 11, 2023 issued by the Securities and Exchange Board of India on "compliance with the provisions of the SEBI (LODR) Regulations, 2015 by listed entities";



and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder:
- (b) The Listed Entity has taken the following action to comply with the observations made in previous reports: Not Applicable

We report below the compliance status by the listed entity of the items listed in the table:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standards</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) which have also been notified by the Central Govt under Section 118(10) of the Companies Act, 2013 and have mandatory application to the Company.</p>	Yes	--
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity; and • All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes	--
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website; • Timely dissemination of the documents/ information under a separate section on the website; and • Web-links provided in annual corporate governance reports under Regulation 27(2) of the SEBI (LODR) Regulations, 2015 are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	<p>Yes</p> <p>Yes</p> <p>NA</p>	<p>--</p> <p>--</p> <p>The listed entity, being a "high-value debt listed entity", is not required to provide disclosure on its website in terms of SEBI (LODR) Regulations, 2015</p>



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
			in the annual corporate governance report.
4.	<u>Disqualification of directors:</u> None of the directors of the listed entity are disqualified under section 164 of Companies Act, 2013.	Yes	--
5.	<u>Details related to subsidiaries of listed entity, examined with respect to:</u> (a) Identification of material subsidiary companies*; and (b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes	--
6.	<u>Preservation of documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the SEBI (LODR) Regulations, 2015.	Yes	--
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	--
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; and (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes NA	-- No such instances were observed.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under regulation 30 read with Schedule III to the SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.	NA	The listed entity, being a "high-value debt listed entity", provisions of Regulation 30 are not applicable and the company has complied with Regulation 51 of SEBI (LODR) Regulations, 2015.



10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	--
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Action has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	--
12.	Additional non-compliances, if any: No additional non-compliance observed for all SEBI regulations/circulars/guidance notes, etc.	Yes	--

*The listed entity does not have any material subsidiary.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, is the responsibility of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]
PR No. 637/2019**

Date: May 30, 2024

Place: Mumbai



K. Venkataraman
Venkataraman Krishnan
Partner

**ACS: 8897/ CP No:12459
UDIN: A008897F000493447**