RELIANCE JIO INFOCOMM USA INC.

Financial Statements

For the Year ended 31st December, 2018

Independent Auditors' Report

To the Board of Directors of Reliance Jio Infocomm USA Inc.

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of Reliance Jio Infocomm USA Inc ("the Company"), which comprise the Balance Sheet as at December 31, 2018, and the Statement of Profit and Loss including other comprehensive income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the state of affairs of the Company as at December 31, 2018, and its profit, total comprehensive income, its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Financial Statements and Auditor's Report Thereon

As informed to us, there is no information other than the financial statements. Consequently, in our opinion, the reporting requirements under SA 720 "The Auditor's Responsibilities Relating to Other Information" are not applicable.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Companies Act, 2013 ("the Act").

The Board of Directors are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements by the Directors of the Company as aforesaid.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Reporting Requirements

We further report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid financial statements.

b) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the financial statements.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No: 117366W/W-100018)
Abhijit A. Damle
(Partner)
Membership No. 102912

Mumbai, April 16, 2019

Balance Sheet As at 31st December, 2018

(in USD 000's)

Particulars	Notes	As at 31st December, 2018	As at 31st December, 2017
ASSETS			
Non - Current assets			
Property, Plant and Equipment	2	14,500	15,620
Financial Assets			
Investments	3	17,744	16,952
Other Non - Current Assets	4	1,021	671
Deferred Tax Assets (net)	5	-	75
Total Non-Current assets		**33,265**	**33,318**
Current assets			
Financial Assets			
Trade receivables	6	2,463	2,128
Cash and Bank balances	7	1,309	1,434
Other Financial Assets - Unbilled Revenue		2,065	1,016
		5,837	**4,578**
Other Current Assets	8	145	226
Total Current assets		**5,982**	**4,804**
Total Assets		**39,247**	**38,122**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	9	38,548	38,548
Other Equity	10	(1,577)	(1,776)
Total equity		**36,971**	**36,772**
Liabilities			
Non Current Liabilities			
Deferred Tax Liabilities (Net)	5	117	-
Total Non-Current liabilities		**117**	-
Current Liabilities			
Financial Liabilities			
Trade payables		2,072	1,263
Other Current liabilities	11	87	87
Total current liabilities		**2,159**	**1,350**
Total liabilities		**2,276**	**1,350**
Total Equity and Liabilities		**39,247**	**38,122**
Significant Accounting Policies	1		
See accompanying Notes to the Financial Statements	2-22		

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants

Abhijit A. Damle
Partner
Membership No. 102912

Mumbai
Dated : April 16, 2019

For and on behalf of the board

Robert Pippert
Director

Frisco
Dated : April 16, 2019

Statement of Profit and Loss for the year ended 31st December, 2018

(in USD 000's)

	Notes	2018	2017
INCOME			
Revenue from Operations	12	17,167	12,943
Other Income (US$ 8)	13	0	9
Total Income		**17,167**	**12,952**
EXPENSES			
Employee Benefits Expense	14	3,770	3,328
Depreciation Expense		1,211	1,210
Operating and Other expenses	15	11,784	7,395
Total Expenses		**16,765**	**11,933**
Profit before tax		**402**	1,019
Tax expense			
Current Tax		**11**	22
Deferred Tax		**192**	(75)
Profit for the year		**199**	**1,072**
Earnings per equity share of USD 0.01 each	16		
Basic (in USD)		**0.0001**	**0.0003**
Diluted (in USD)		**0.0001**	**0.0003**
Significant Accounting Policies	1		
See accompanying Notes to the Financial Statements	2 - 22		

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants

Abhijit A. Damle
Partner
Membership No. 102912

Mumbai
Dated : April 16, 2019

For and on behalf of the board

Robert Pippert
Director

Frisco
Dated : April 16, 2019

Cash Flow Statement for the year ended 31st December, 2018

(in USD 000's)

	Notes	2018		2017	
A CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit before tax as per Statement of Profit and Loss			**402**		1,019
Adjusted for:					
Loss on sale of Property, Plant and Equipment			**68**		
Depreciation Expense			**1,211**		1,210
Operating Profit before Working Capital Changes			**1,681**		2,229
Adjusted for					
Trade and Other Receivebles		**(1,664)**		(1,149)	
Trade and Other Payables		**810**		1,052	
			(854)		(97)
Net cash generated from Operating Activities (A)			**827**		2,132
B CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Property,Plant and Equipment			**(161)**		(1,882)
Proceeds from Sale of Property, Plant and Equipment			**1**		-
Purchase of Non Current Investments			**-**		(1,500)
Investment in subsidiary			**(792)**		(1,443)
Net Cash used inInvesting Activities (B)			**(952)**		(4,825)
C CASH FLOW FROM FINANCING ACTIVITIES					
Proceeds from issuance of share capital			**-**		4,000
Net Cash from Financing Activities (C)			**-**		4,000
Net (decrease)/Increase in Cash and Cash Equivalents (A+B+C)			**(125)**		1,307
Opening Balance of Cash and Cash Equivalents			**1,409**		102
Closing Balance of Cash and Cash Equivalents (Refer Note 7)			**1,284**		1,409
Significant Accounting Policies	1				
Notes to the Financial statements	2-22				

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants

Abhijit A. Damle
Partner
Membership No. 102912

Mumbai
Dated : April 16, 2019

For and on behalf of the board

Robert Pippert
Director

Frisco
Dated : April 16, 2019

Statement of Changes In Equity for the year ended 31st December, 2018

(A) Equity Share Capital

	(in USD 000's)
Balance at 1st January, 2017 (USD 10)	**34,548**
Changes in equity share capital during the year	4,000
Balance at 31st December, 2017	**38,548**
Changes in equity share capital during the year	-
Balance at 31st December, 2018	**38,548**

(B) Other Equity

Particulars	**Reserves and Surplus** **Retained Earnings**	**Total**
As on 31st December 2017		
Balance at the beginning of the year	(2,848)	(2,848)
Total Comprehensive Income for the year	1,072	1,072
	(1,776)	**(1,776)**
As on 31st December, 2018		
Balance at the beginning of the year	(1,776)	(1,776)
Total Comprehensive Income for the year	199	199
	(1,577)	**(1,577)**

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants

Abhijit A. Damle
Partner
Membership No. 102912

Mumbai
Dated : April 16, 2019

For and on behalf of the board

Robert Pippert
Director

Texas
Dated : April 16, 2019

Notes to the financial statements for the year ended 31 December, 2018

A CORPORATE INFORMATION

Reliance Jio Infocomm USA, Inc. (the Company) was incorporated on 5 June 2013 with The Office of the Secretary of State, Texas. The corporate office of the Company is located at 3010 Gaylord Parkway, Suite 150, Frisco, TX - 75034-8602. The Company is a 100% subsidiary of Reliance Jio Infocomm Limited (RJIL), India and is incorporated for the execution and development of the International Long Distance (ILD) and content business of RJIL, the holding Company.

B SIGNIFICANT ACCOUNTING POLICIES

B.1 STATEMENT OF COMPLIANCE

The financial statements of the Company have been prepared to comply with the Indian Accounting Standards (‘Ind AS’) notified under section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015.

B.2 BASIS OF PREPARATION AND PRESENTATION

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting polices below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

In addition, for financial reporting purposes, fair value measurement is categorised within the fair value hierarchy into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

B.3 CHANGES IN ACCOUNTING POLICIES

The Company has adopted Ind AS 115, Revenue from Contract with Customers with effect from 1st April 2018. Accordingly, the Company has changed its accounting policy on revenue recognition as detailed in note B.4 (h)

There is no impact of above on the opening balance sheet as at 1st January 2018.

B.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Property, plant and equipment:

Property Plant and Equipments is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes purchase price, taxes and duties, labour cost and direct overheads for self-constructed assets and other direct costs incurred up to the date the asset is ready for its intended use.

Depreciation on Property Plant and Equipments is provided when the assets are ready for their intended use, on straight line method (SLM) based on the management estimated useful lives which are as under

Plant and Equipment - 15 years

Computer and Equipment - 4 years

Furniture and Fixtures - 7 years

(b) Impairment of non financial Assets

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets may be impaired. If any such impairment exists, the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Notes to the financial statements for the year ended 31 December, 2018

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of profit and loss.

(c) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(d) Leases:

Payment made under operating leases, net of lease incentives or premium received, are charged to the Statement of Profit and Loss on a straight line basis over the period of the lease.

(e) Employee benefits

(i) **Short Term Employee Benefits :**

All employees are eligible to participate in Company sponsored 401(k) savings plan, which is voluntary defined contribution plan. The plan is designed to help employees accumulate and augment savings for retirement. Company makes a matching contributions on a portion of eligible contributions by employees and employees are vested in Company contribution per terms of the 401k plan.

(ii) **Defined contribution plans :**

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

Employees are eligible to participate in Company sponsored insurance programs that covers welfare of the employees and their eligible family members. Company bears the expense of premium in entirety or in portion depending on the type of insurance program and as per Company policy on employee welfare.

(f) Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In this case, the tax is also recognised in other comprehensive income and equity.

Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

Notes to the financial statements for the year ended 31 December, 2018

Deferred tax assets and Deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilties and deferred taxes relate to the same taxable entity and the same taxation authority.

(g) Cash and cash equivalents

Cash and cash equivalents includes cash in hand and deposits with any qualifying financial institution repayable on demand or maturing within three months of the date of acquisition and which are subject to an insignificant risk of change in value.

(h) Revenue recognition

Revenue is recognized based on the delivery of performance obligation and assessment of when control of promised goods / services is transferred to a customer, at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods / services. Revenue is measured at the amount of the transaction price allocated to that performance obligation.

(g) Financial Instruments

i) Financial Assets

A. Initial recognition and measurement:

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss,are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are recognised using trade date accounting.

B. Subsequent measurement

a) Financial assets carried at amortised cost (AC)

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

C. Impairment

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

a) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

b) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables, the Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward-looking estimates are analysed.

Notes to the financial statements for the year ended 31 December, 2018

For other assets, the Company uses 12-month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

ii) Financial liabilities

A. Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and in case of loans and borrowings and payables,net of directly attributable cost. Fees of recurring nature are directly recognised in profit or loss as finance cost.

B. Subsequent measurement:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables including creditors for capital expenditure maturing within one year from the balance sheet date, the carrying amounts approximate fair alue due to the short maturity of these instruments.

C Critical accounting judgements and key sources of estimation uncertainty:

The preparation of the Company's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) Depreciation and useful lives of property plant and equipment

Property, plant and equipment are depreciated over the estimated useful lives of the assets, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation for future periods is adjusted if there are significant changes from previous estimates.

b) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

c) Impairment of non-financial assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transaction are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

D New and revised Ind AS in issue but not effective yet

The Ministry of Corporate Affairs (MCA) has notified Ind AS 116 to be effective from accounting periods starting from 1st April, 2019. Ind AS 116 will supersede the current standard on leases i.e. Ind AS 17 – Leases. The application of this standard could havel impact on the Balance Sheet of the Group though it is not expected to have significant impact on the profit/loss. The management is in the process of making detailed computations to quantify the said impact.

Notes to the financial statements for the year ended 31 December, 2018

(in USD 000's)

	Gross Block				Description/Amoritisation				Net Block	
	As at 1-Jan-18	Additions	Deduction / Adjustment	**As at 31-Dec-18**	**As at 1-Jan-18**	For the year	Deduction / Adjustment	**As at 31-Dec-18**	**As at 31-Dec-18**	**As at 31-Dec-17**
2. Property, Plant and Equipment										
Tangible Assets :										
Own Assets :										
Office Equipments	53	2	3	52	25	11	0	36	16	28
Plant and Equipments	17,318	158	-	17,476	1,847	1,181	1	3,027	14,449	15,471
Furniture and Fixtures	162	1	90	73	41	19	22	38	35	121
Total (A)	**17,533**	**161**	**93**	**17,601**	**1,913**	**1,211**	**23**	**3,101**	**14,500**	**15,620**
Previous year	15,651	1,882		17,533	703	1,210		1,913	15,620	14,948

3 Non-Current Investments

(in USD 000's)

	As at 31st December, 2018		**As at 31st December, 2017**	
	Units	**Amount**	**Units**	**Amount**
<u>In Units of company - Unquoted Fully Paid up</u>				
*Series D Preferred Stock of USD @ $1,000 per share of Airspan Networks Inc	10,000	10,000	10,000	10,000
Series B Preferred Stock of USD @ $0.0001per share of Airhop Corporation Inc	863,856	1,500	863,856	1,500
***8% Promissory note of Airhop Corporation Inc	1,000	1,000		
**Series B Preferred Stock USD @ 0.0001 USD of Airhop Corporation Inc	403,132	4	403,132	4
<u>In Equity Units of wholly owned subsidiary companies - Investments</u>				
<u>Unquoted, fully paid up</u>				
Reliance Jio Global Resources LLC (including additional paid in capital of USD 5,239,990, PY 4,448,415)	50,000	5,240	50,000	4,448
Total		**17,744**		**16,952**

*The Company has got an option to convert the above Series D preferred stock into common stock of the investee company @ 16.2601626 shares of each unit of preferred stock held by the Company .

** Pursuant to conversion of share warrants .

*** convertible into 575,904 units of Series B Preferred Stock upon satisfaction of certain conditions.

Notes to the financial statements for the year ended 31 December, 2018

4 Other Non Current Assets

	As at 31st December, 2018	As at 31st December, 2017
Security Deposit	92	64
Advance Income tax (net of Provision)	929	607
Total	**1,021**	**671**

5 Deferred tax Assets/(Liabilities)

Deferred tax is calculated, in full, on all temporary timing differences under the liability method using a principal tax rate prevalent in the jurisdiction the Company operates in. The movement on the deferred tax account is as follows:

	As at 31st December, 2018	As at 31st December, 2017
At the start of the year	**75**	-
Charge/ (Credit) to Profit or Loss	**(192)**	75
Charge to Other Comprehensive Income	**-**	-
At the end of year	**(117)**	**75**

Deferred tax Assets/ (Liabilities) at the end of the reporting period and deferred tax credit in profit or loss and other comprehensive income.

Deferred tax liabilities (net) in relation to:

Property, plant and equipment	150	271
Carried Forward Losses	(33)	(346)
Total	**117**	**(75)**

6 Trade Receivables

(Unsecured and considered good)	As at 31st December, 2018 Amount	As at 31st December, 2017 Amount
Others	**2,463**	**2,128**
Total	**2,463**	**2,128**

7 Cash and Bank Balances

	As at 31st December, 2018 Amount	As at 31st December, 2017 Amount
Cash and Cash equivalents		
Balances with banks	1,284	1,409
Other Bank Balances		
Cash Deposit against Credit card dues	25	25
Total	**1,309**	**1,434**

Notes to the financial statements for the year ended 31 December, 2018

		As at 31st December, 2018 Amount	As at 31st December, 2017 Amount
8	**Other Current Assets**		
	(i) Security Deposits	-	32
	(ii) Prepaid expenses	145	194
	Total	**145**	**226**

9 Equity Share Capital (in USD 000's)

		As at 31st December, 2018	As at 31st December, 2017
Authorised Share Capital :			
10,000,000,000 (10,000,000,000)	Equity Shares of USD 0.01 each fully paid up	100,000	100,000
		100,000	**100,000**
Issued, Subscribed and Paid up:			
3,854,766,449 (3,854,766,449)	Equity Shares of USD 0.01 each fully paid up	38,548	38,548
TOTAL		**38,548**	**38,548**

9.1 Terms/rights attached to equity shares :

The Company has one class of ordinary shares which carry equal voting rights.In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all liabilities in proportion to the number of equity shares held by them.

9.2 Reconciliation of number of shares outstanding at the beginning and at the end of the year :

Particulars	Equity Shares 31st December, 2018		31st December, 2017	
	No. of Shares	**in USD 000's**	**No. of Shares**	**in USD 000's**
No. of shares at the beginning of the year (Balance as on 1st Jan 2016 amounts to 10 USD)	3,854,766,449	38,548	3,454,766,449	34,548
Add: Issue of Shares	-	-	400,000,000	4,000
No. of shares at the end of the year	**3,854,766,449**	**38,548**	**3,854,766,449**	**38,548**

9.3 Details of Shareholders holding more than 5% shares in the Company including those held by holding company and Subsidiaries of holding company

Name of Shareholders	Equity Shares As at 31st December, 2018		As at 31st December, 2017	
	No of Shares	**% holding**	**No of Shares**	**% holding**
Reliance Jio Infocomm Ltd	**3,854,766,449**	**100.00%**	3,854,766,449	100.00%

(in USD 000's)

		As at 31st December, 2018	As at 31st December, 2017
10	**Other Equity**		
	Retained Earnings	(1,577)	(1,776)
	TOTAL	**(1,577)**	**(1,776)**

Notes to the financial statements for the year ended 31 December, 2018

		As at 31st December, 2018	As at 31st December, 2017
	Retained Earnings		
	As per last Balance Sheet	(1,776)	(2,848)
	Add: Profit for the year	199	1,072
	Balance at end of year	**(1,577)**	**(1,776)**

(in USD 000's)

		As at 31st December, 2018	As at 31st December, 2018
11	**Other current liabilities**		
	(a) Other Payables*	87	87
	TOTAL	**87**	**87**

*includes statutory dues

(in USD 000's)

		2018	2017
12	**Revenue from Operations**		
	Sale of Services (Refer no 17)	17,167	12,943
	TOTAL	**17,167**	12,943

		2018	2017
13	**Other Income**		
	Interest Income (Current year USD 8)	0	9
	TOTAL	**0**	9

		2018	2017
14	**Employee Benefits Expense**		
	Salaries and Wages	3,770	3,328
	TOTAL	**3,770**	3,328

		2018	2017
15	**Operating and Other expenses**		
	Colocation charges	701	667
	Bandwidth charges	903	830
	Voice Charges (Refer note 17)	8,213	4,344
	Legal and Professional Fees	117	119
	Telephone	22	17
	Travel	624	267
	Audit Fees	16	14
	General administration expenses	500	463
	Loss on Sale of Assets	69	-
	Operating lease rentals	606	665
	Insurance	13	9
	TOTAL	**11,784**	**7,395**

Notes to the financial statements for the year ended 31 December, 2018

		2018	2017
16	**Earnings Per Share (EPS)**	**2018**	**2017**
	Basic Earning Per Share		
	i. Profit/ (Loss) for the year as per Staetement of Profit and loss (in USD 000's)	199	1,072
	ii. denominator for calculating EPS	3,854,766,449	3,679,232,202
	iii. Basic and Diluted Earnings per share (USD)	0.0001	0.0003
	iv. Face Value per equity share (USD)	0.01	0.01

17 Related Party Disclosures

List of related parties where control exists and related parties with whom transactions have taken place and relationship

Sr. No.	Name of the Related Party	Relationship
1	Reliance Industries Limited (control exists)	Ultimate Holding Company
2	Reliance Jio Infocomm Limited (control exists)	Holiding Company
3	Reliance Jio Global Resources LLC (control exists)	Subsidiary Company
4	Reliance Jio Infocomm UK Ltd	Fellow Subsidiary
5	Reliance Jio Infocomm Pte Limited	

Transactions during the year with related parties (in USD 000's)

Sr. No.	Nature of Transactions (excluding reimbursements)	Holding Company	Subsidiary	Fellow Subsidiary	Key Managerial Personnel / Relative	Total
1	Purchase / Subscription of Investment	**-**	**792**	**-**	**-**	**792**
		-	(1,443)	-	-	(1,443)
2	Equity Shares issued and allotted	-	-	-	-	-
		(4,000)	-	-	-	(4,000)
3	IP Transit billing	**-**	**-**	**3,011**	**-**	
		-	-	(1,985)	-	(1,985)
4	Voice billing	**2,764**	**-**	**279**	**-**	**3,044**
		(1,865)	-	-	-	(1,865)
5	Voice charges	**7,082**	**-**	**72**	**-**	**7,154**
		(4,338)	-	-	-	(4,338)
6	Services Rendered	**3,274**	**-**	**-**	**-**	**3,274**
		(4,595)	-	-	-	**(4,595)**
	Balances as at 31st December, 2018					(in USD)
7	Trade Receivable	**1,963**	**-**	**1,059**	**-**	**3,022**
		(2,120)	-	(771)	-	(2,891)
8	Trade Payable	**748**	**-**	**72**	**-**	**820**
		(748)	-	-	-	(748)
9	Equity Share Capital	**38,548**	**-**	**-**	**-**	**38,548**
		(38,548)	-	-	-	(38,548)
10	Investment	**-**	**5,240**	**-**	**-**	**5,240**
		-	(4,448)	-	-	(4,448)

Note : Figures in brackets represent previous year's amounts.

Disclosure in Respect of Material Related Party Transactions during the year :

(in USD 000's)

Particulars		Relationship	2018	2017
1	**Purchase / Subscription of Investment**			
	Reliance Jio Global Resource LLC	Subsidiary	792	1,443
	Sub total		**792**	**1,443**
2	**Equity Shares issued and allotted**			
	Reliance Jio Infocomm Limited	Holding Company	-	4,000
	Sub total		**-**	**4,000**
3	**IP Transit billing**			
	Reliance Jio Infocomm Pte Limited	Fellow Subsidiary	3,011	1,985

Notes to the financial statements for the year ended 31 December, 2018

	Sub total		**3,011**	**1,985**
4	**Voice billing**			
	Reliance Jio Infocomm Limited	Holding Company	2,764	1,865
	Reliance Jio Infocomm PTE Limited	Fellow Subsidiary	211	-
	Reliance Jio Infocomm UK Limited	Fellow Subsidiary	69	-
	Sub total		**3,044**	**1,865**
5	**Voice charges**			
	Reliance Jio Infocomm Limited	Holding Company	7,082	4,338
	Reliance Jio Infocomm PTE Limited	Fellow Subsidiary	71	-
	Reliance Jio Infocomm UK Limited	Fellow Subsidiary	1	-
	Sub total		**7,154**	**4,338**
6	**Busines Support Services**			
	Reliance Jio Infocomm Limited	Holding Company	3,274	4,595
	Sub total		**3,274**	**4,595**
	Balances as at 31st December, 2018			
Particulars		**Relationship**	**2018**	**2017**
7	**Trade Receivable**			
	Reliance Jio Infocomm Pte Limited	Fellow Subsidiary	1,059	771
	Reliance Jio Infocomm Limited	Holding Company	1,963	2,120
	Sub total		**3,022**	**2,891**
8	**Trade Payable**			
	Reliance Jio Infocomm Limited	Holding Company	748	748
	Reliance Jio Infocomm Pte Limited	Fellow Subsidiary	71	-
	Reliance Jio Infocomm UK Limited	Fellow Subsidiary	1	-
	Sub total		**820**	**748**
9	**Equity Share Capital**			
	Reliance Jio Infocomm Limited	Holding Company	38,548	38,548
	Sub total		**38,548**	**38,548**
10	**Investment**			
	Reliance Jio Global Resource LLC	Subsidiary	5,240	4,448
	Sub total		**5,240**	**4,448**

18 Leases

Operating lease relate to lease of Office building on cancellable basis . The Company does not have an option to purchase the leased office building at the expiry of lease period.

(in USD 000's)

	2018	2017
Lease Payment Due:		
Within one year	761	555
Later than one year and not later than five years	1,994	1,354
	2,755	1,909

Notes to the financial statements for the year ended 31 December, 2018

The Company has entered into operating lease arrangements for office premises. The lease is non-cancellable for a period upto 5 years.

Amount of Lease Rentals charged to Statement of Profit and Loss in respect of non - cancellable operating leases:

(in USD 000's)

	2018	2017
Lease Rent - Office Premises	606	665
	606	**665**

19 CAPITAL MANAGEMENT

The Company adheres to a robust Capital Management framework which is underpinned by the following guiding principles;

a) Ensure financial flexibility and diversify sources of financing and their maturities to minimize liquidity risk while meeting investment requirements.

b) Proactively manage group exposure in forex, interest and commodities to mitigate risk to earnings.

c) Leverage optimally in order to maximize shareholder returns while maintaining strength and flexibility of the Balance sheet.

Capital structure is adjusted based on underlying macro-economic factors affecting business environment, financial market conditions and interest rates environment.

20 FINANCIAL INSTRUMENTS

Valuation

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

Fair Value Measurement Hierarchy:

(In USD 000's)

Particulars	**As at 31st December, 2018**				**As at 31st December, 2017**			
	Carrying Amount	**Level of input used in**			**Carrying Amount**	**Level of input used in**		
		Level 1	**Level 2**	**Level 3**		**Level 1**	**Level 2**	**Level 3**
Financial Assets			-	-				
At Amotised Cost								
Trade Receivables	2,463	-			2,128	-	-	
Cash and Bank Balances	1,309	-	-	-	1,434	-	-	
Other Financial Assets	2,065	-	-	-	1,016	-	-	
At FVTPL								
Investments	12,504	-	-	12,504	12,504	-	-	12,504
Financial Liabilities								
At Amortised Cost								
Trade Payables	2,072	-	-	-	1,263	-	-	

Notes to the financial statements for the year ended 31 December, 2018

The financial instruments are categorized into two levels based on inputs used to arrive at fair value measurements as described below:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and

Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs are unobservable for the asset or liability. Valuation techniques include net present value and discounted cash flow models, comparison with similar instruments for which observable market prices exist, Black-Scholes and polynomial option pricing models and other valuation models. Assumptions and inputs used in valuation techniques include risk-free and benchmark interest rates, credit spreads and other premia used in estimating discount rates, bond and equity prices, foreign currency exchange rates, equity and equity index prices and expected price volatilities and correlations. The objective of valuation techniques is to arrive at a fair value measurement that reflects the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date. Valuation techniques available were Net Asset value under cost approach, Market Prices method and Price of Recent Investment method under Market pproach and Comparable Companies Multiples and Comaprable Transaction Multiples under Market Approach and discounted cash flow under Income Approach. Valuation techniques used by the Company to value investments are price of recent investment method and Discounted Cash Flow Model.

Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due causing financial loss to the company. Credit risk arises from company's activities in investments and outstanding receivables from customers.

Except for the amount owing to immediate holding company, the company has no significant concentration of credit risk with third parties. The Company has policies in place to ensure that sales of products are made to customers with an appropriate credit history. Cash is held with a reputable financial institution. The carrying amount of financial asset recorded in the financial statement represents the Company's maximum exposure to credit risk .

Liquidity Risk

Considering the fact that the Company does not have material amounts of non current assets (consist of Withholding tax credit) coupled with the fact that the services are rendered exclusively to Holding Company, the Company is not exposed to a significant liquidity risk.

21 Segment information

The Company is in the business of execution and developmentof international long distance and content business of Reliance Jio Infocomm Limited, the holding company. Consequently there is a single business segment.

22 The financial statements are approved for the issue by the Board of Directors at their meeting conducted on 16th April, 2019.

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants

Abhijit A. Damle
Partner
Membership No. 102912

Mumbai
Dated : April 16, 2019

For and on behalf of the board

Robert Pippert
Director

Frisco
Dated : April 16, 2019