



**Twenty Second Annual Report
2009-2010**



Contents

2	Company Information
3	Notice of Annual General Meeting
5	Report on Corporate Governance
17	Secretarial Audit Report
18	Shareholders' Referencer
27	Directors' Report
29	Auditors' Certificate on Corporate Governance
32	Auditors' Report on Financial Statements
34	Balance Sheet
35	Profit and Loss Account
36	Cash Flow Statement
37	Schedules forming part of Balance Sheet and Profit and Loss Account
42	Significant Accounting Policies and Notes on Accounts
49	List of Investor Service Centres of Karvy Computershare Private Limited
51	Attendance Slip and Proxy Form

**22nd Annual General Meeting on Wednesday, 4th August, 2010 at 11.30 a.m. at 4th Floor,
Walchand Hirachand Hall, Indian Merchants' Chambers, IMC Marg,
Churchgate, Mumbai – 400 020.**

**Register of Members and Share Transfer Books of the Company will remain
closed from Thursday, 15th July, 2010 to Tuesday, 20th July, 2010 (both days inclusive).**

Company Information

Board of Directors

Mahesh K. Kamdar	Chairman
Chandra Raj Mehta	
Sandeep H. Junnarkar	
S. C. Malhotra	
Dilip V. Dherai	Executive Director

Company Secretary

Swatantra Kumar Sethi

Audit Committee

Chandra Raj Mehta	Chairman
Sandeep H. Junnarkar	
S. C. Malhotra	

Shareholders' / Investors' Grievance Committee

Chandra Raj Mehta	Chairman
Mahesh K. Kamdar	
Sandeep H. Junnarkar	

Remuneration Committee

Chandra Raj Mehta	Chairman
Sandeep H. Junnarkar	
S. C. Malhotra	

Auditors

Chaturvedi & Shah

Solicitors & Advocates

Kanga & Co.

Bankers

HDFC Bank Limited
ICICI Bank Limited
IDBI Bank Limited
Syndicate Bank

Registered Office

NKM International House, 5th Floor,
178 Backbay Reclamation,
Behind LIC Yogakshema Building,
Babubhai Chinai Road,
Mumbai - 400 020, India
Phone : +91 22 4477 9053
Fax : +91 22 4477 9052
Website : <http://www.riil.in>
e-mail : investor_relations@riil.in

Share Transfer Agent

Karvy Computershare Private Limited
Plot No. 17-24, Vittal Rao Nagar,
Madhapur, Hyderabad - 500 081, India
Phone : +91 40 4465 5000
Toll Free No. 1800 425 8998
Fax : +91 40 2311 4087
Website : <http://www.karvy.com>
e-mail : riilnkm@karvy.com



Notice

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of Reliance Industrial Infrastructure Limited will be held on Wednesday, 4th August, 2010 at 11.30 a.m. at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chambers, IMC Marg, Churchgate, Mumbai – 400 020, to transact the following ordinary businesses :

1. To consider and adopt the audited Balance Sheet as at 31st March 2010, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint Directors in place of those retiring by rotation.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT Messrs Chaturvedi & Shah, Chartered Accountants (Registration No. 101720W), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.”

By Order of the Board of Directors

Swatantra Kumar Sethi
Company Secretary

Mumbai
6th July, 2010

Registered Office :

NKM International House, 5th Floor,
178 Backbay Reclamation,
Behind LIC Yogakshema Building,
Babubhai Chinai Road,
Mumbai - 400 020, India
e-mail: investor_relations@riil.in

NOTES :

1. **A Member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The Instrument appointing the Proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**
2. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. In terms of Article 143 of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Shri Chandra Raj Mehta and Shri Sandeep H. Junnarkar, Directors, retire by rotation at the ensuing Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company commends their respective re-appointments.
4. Brief resume of all Directors including those proposed to be appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, their shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report.
5. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting.
8. (a) **The Company has already notified closure of Register of Members and Share Transfer Books of the Company from Thursday, 15th July, 2010 to Tuesday, 20th July, 2010 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.**
(b) **The dividend on Equity Shares, if declared at the Meeting, will be paid on or after 4th August, 2010 to those members whose names shall appear on the Company’s Register of Members on 14th July, 2010; in respect of the shares held in dematerialised form, the dividend will be paid to Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.**

9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company / Share Transfer Agent, Karvy Computershare Private Limited (Karvy).
11. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial years 1994-95 to 2001-02 to the **Investor Education and Protection Fund** (the IEPF) established by the Central Government.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
13. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the company's website www.riil.in under the section 'Investor Relations'.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.
15. Members may please note that the Company has **not issued any new share certificate** consequent to change in name of the Company from **Chembur Patalganga Pipelines Limited** to **CPPL Limited** (with effect from 11th September, 1992) and thereafter to **Reliance Industrial Infrastructure Limited** (with effect from 16th March, 1994) but has sent change of name stickers to be affixed on the share certificates. Members holding shares in physical form who have not received these stickers may please write to the Share Transfer Agent, Karvy Computershare Private Limited, for receiving the stickers from them.
16. **Members are advised to refer to the Shareholders' Referencer provided in the Annual Report, for guidance.**

By Order of the Board of Directors

Swatantra Kumar Sethi
Company Secretary

Mumbai
6th July, 2010

Book-Post

If undelivered please return to : Karvy Computershare Private Limited
Unit: Reliance Industrial Infrastructure Limited
Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081, India
Tel: +91 40 4465 5000 • Toll Free No. 1800 425 8998 • Fax: +91 40 2311 4087