

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organisation. As stakeholders across the globe evince keen interest in the practices and performance of companies, Corporate Governance has emerged on the centre stage.

Keeping in view the Reliance Corporate Traditions, Reliance Industrial Infrastructure Limited (the "Company") endeavours to implement the best Corporate Governance practices by adhering to the well defined Policy Framework.

The Company continuously reviews its policies and practices of Corporate Governance with a clear goal not merely to comply with statutory requirements in letter and spirit but also to implement the best international practices of Corporate Governance, in the overall interest of all the stakeholders.

The Company recognises that good Corporate Governance is a continuing exercise and reiterates its commitment to pursue the highest standards of Corporate Governance in the overall interest of all the stakeholders.

The Company's Governance framework is based on the following main principles :

- Constitution of a Board of Directors of appropriate composition, size and commitment to discharge its responsibilities and duties.
- Ensuring timely flow of information to the Board and its Committees to enable them to discharge their functions effectively.
- Independent verification and safeguarding integrity of the Company's financial reporting.
- A sound system of risk management and internal control.
- Timely and balanced disclosure of material information concerning the Company to its stakeholders.
- Transparency and accountability.
- Compliance with the applicable laws and regulations.
- Fair and equitable treatment of its employees, customers, shareholders, investors and other stakeholders.

In accordance with Clause 49 of the Listing Agreements with the Stock Exchanges (Clause 49) and some of the best practices followed internationally on Corporate Governance, a report containing the details of governance systems and processes at Reliance Industrial Infrastructure Limited is as under :

1. Company's philosophy on Code of Governance

The Company's philosophy on Corporate Governance envisages attainment of the highest levels of transparency, accountability and equity in all facets of its operations, and in all interactions with its Stakeholders including shareholders, employees, lenders, Government and society at large.

The Company is committed to achieve and maintain the highest international standards of Corporate Governance. The Company believes that all its actions must serve the underlying goal of enhancing shareholder value over a sustained period of time.

2. Board Composition and Particulars of Directors

Board Composition

The Board of Directors of the Company (the Board) consists of 5 Directors, out of which 2 are Independent Directors. Composition of the Board and category of Directors are as follows :

Category	Name of the Directors
Non-Independent Non-Executive Directors	Mahesh K. Kamdar - <i>Chairman</i> S. C. Malhotra
Executive Director	Dilip V. Dherai
Independent Non-Executive Directors	Chandra Raj Mehta Sandeep H. Junnarkar

No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 1956.

Directors' Profile

Brief resume of all the Directors, nature of their expertise in specific functional areas and names of companies in which they hold directorships, memberships / chairmanships of Board Committees and their shareholding in the Company are provided below :

- (a) **Shri Mahesh K. Kamdar** is a graduate in Commerce from Mumbai University. He was

conferred Doctrate in Business Philosophy from Burkes University. He has extensive experience and possesses expertise in the fields of pipes and steel and also other related products used in engineering, pharmaceutical, chemical and petrochemical industries.

Shri Kamdar is a Director of the Company since 23rd July, 1990. He was appointed as a Whole-time Director designated as "Executive Director - Commercial" of the Company with effect from 1st July, 1993. He was re-appointed in the same capacity with effect from 1st July, 1998 and again with effect from 1st July, 2003. He ceased to be a Whole-time Director of the Company with effect from 27th February, 2006. He was elected as the Chairman of the Board of Directors of the Company with effect from 27th February, 2006. Since then he continues to be on the Board of Directors of the Company as Chairman of the Board and a Director liable to retire by rotation. He is the Member of the Shareholders' / Investors' Grievance Committee of the Company.

Shri Kamdar is also on the Board of Reliance Gas Transportation Infrastructure Limited, Reliance Corporation Centre Limited, Reliance Convention and Exhibition Centre Limited, Paridhi Tradecom Private Limited, Symphony Impex (India) Private Limited, SANA Tradecom Private Limited, The India Film Combine Private Limited, Reliance Hospital Management Services Private Limited and Westward Reality Private Limited. He does not hold any membership of a Committee of the Board in the aforesaid companies.

Shri Kamdar holds 482 shares of the Company in his name as on 31st March, 2009.

- (b) **Shri Chandra Raj Mehta** is a Chartered Accountant and Company Secretary. He has had a distinguished career with the Government holding senior level positions in different capacities. He was a Member of the Company Law Board and was also Regional Director, Department of Corporate Affairs. He has rich experience in Corporate Laws, Finance and Administration.

Shri Mehta is a Director of the Company since 29th August, 2006. He is the Chairman of the Audit Committee, Shareholders' / Investors' Grievance Committee and Remuneration Committee of the Company.

Shri Mehta is also on the Board of Fortune Financial Services (India) Limited and Aadi Industries Limited. He is a Member of the Audit Committee and the Remuneration Committee of Fortune Financial Services (India) Limited and Aadi Industries Limited.

Shri Mehta does not hold any share of the Company as on 31st March, 2009.

- (c) **Shri Sandeep H. Junnarkar** is a Science graduate with a postgraduate degree in Law. He qualified as a Solicitor in the year 1977. He has had a brilliant academic career and is a Partner in the law firm Messrs Junnarkar & Associates. His areas of specialization include banking laws, corporate laws including monopolies laws, exchange control laws and securities regulations.

Shri Junnarkar is a Director of the Company since 27th April, 1991. He is a Member of the Audit Committee, Shareholders' / Investors' Grievance Committee and Remuneration Committee of the Company.

Shri Junnarkar is also on the Board of Everest Industries Limited, Excel Crop Care Limited, IL&FS Infrastructure Development Corporation Limited, Jai Corp Limited, Jai Realty Ventures Limited, Reliance Industrial Investments and Holdings Limited, Reliance Ports And Terminals Limited, Reliance Utilities Private Limited, Sterlite Industries (India) Limited, Sunshield Chemicals Limited. He is also a Committee Member of the Bombay Incorporated Law Society (a company incorporated under Section 25 of the Companies Act, 1956). He is the Chairman of the Shareholders' / Investors' Grievance Committee of Sterlite Industries (India) Limited a Member of the Audit Committee of Everest Industries Limited, Sterlite Industries (India) Limited and Reliance Utilities Private Limited and a Member of the Remuneration Committee of Everest Industries Limited, Excel Crop Care Limited and IL&FS Infrastructure Development Corporation Limited.

Shri Junnarkar does not hold any share of the Company as on 31st March, 2009.

- (d) **Shri S. C. Malhotra** graduated in Mechanical Engineering from Banaras Hindu University. He has more than 45 years experience in execution of projects related to chemical / petrochemical and petroleum industries.

Shri Malhotra is a Director of the Company since 16th December, 1989. He was appointed as a Whole-time Director designated as “Executive Director - Technical” of the Company with effect from 1st July, 1993. He ceased to be Whole-time Director with effect from 28th June, 1997. Since then he continues to be on the Board of Directors of the Company as a Director liable to retire by rotation. He is a Member of the Audit Committee and the Remuneration Committee of the Company.

Shri Malhotra is also on the Board of Reliance Ports And Terminals Limited and N. M. Hightech Consultancy Private Limited. He is a Member of the Audit Committee of Reliance Ports And Terminals Limited.

Shri Malhotra does not hold any share of the Company as on 31st March, 2009.

- (e) **Shri Dilip V. Dherai** is a Chemical Engineer (B. Chem Engg.) from the University Department of Chemical Technology (UDCT), Mumbai having graduated in the year 1979. He has vast experience / expertise in activities related to implementation and commissioning of large projects.

Shri Dherai is a Director of the Company since 1st July, 1994. He was appointed as a Whole-time Director designated as “Executive Director - Projects” with effect from 1st July, 1994. He was re-appointed in the same capacity with effect from 1st July, 1999 and again for a period of five years with effect from 1st July, 2004. He does not hold any membership of a Committee of the Board.

Shri Dherai is also on the Board of Mumbai SEZ Limited. He does not hold any membership of a Committee of the Board in any Company.

Shri Dherai holds 1 650 shares of the Company in his name as on 31st March, 2009.

3. Board Meetings, its Committee Meetings and Procedures

(a) Institutionalised decision making process

With a view to institutionalise all corporate affairs and set up systems and procedures for advance planning for matters requiring

discussion/decisions by the Board, the Company has defined guidelines for the meetings of the Board and Committees thereof. These Guidelines seek to systematise the decision making process at the meetings of the Board / Committees in an informed and efficient manner.

(b) Scheduling and selection of Agenda Items for Board Meetings

(i) Minimum four Board Meetings are held every year, which are pre-scheduled. Apart from the above, additional Board Meetings are convened by giving appropriate notice to address the specific needs of the Company. In case of business exigencies or urgency of matters, resolutions are passed by circulation.

(ii) All departments of the Company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion / approval / decision at the Board / Committee meetings. All such matters are communicated to the Company Secretary in advance so that the same could be included in the Agenda for the Board / Committee Meetings.

(iii) The Board is given Presentations covering future operations of the Company, business environment, business opportunities, business strategy and risk management practices before taking on record the quarterly / annual financial results of the Company.

(iv) The information placed before the Board includes :

- Business plans, capital budgets and any updates.
- Quarterly results of the Company.
- Minutes of the Board meetings of unlisted subsidiary companies.
- Minutes of meetings of Audit Committee and other Committees of the Board, as

also Resolutions passed by circulation.

- Appointment or resignation of Chief Financial Officer and Company Secretary.
- Materially important show cause, demand, prosecution and penalty notices.
- Quarterly details of foreign exchange exposures and the steps taken by the Management to limit the risks of adverse exchange rate movement, if material.
- Fatal or serious accidents, dangerous occurrences, material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payment for services rendered by the Company.
- Any issue, which involves possible public liability claims of substantial nature, including any judgment or order which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture, acquisitions of companies or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources.
- Sale of material nature of investments, subsidiaries and assets, which is not in normal course of business.

- Statement of significant transactions and arrangements entered by unlisted subsidiary companies.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
- Quarterly summary of all long term borrowings made, bank guarantees issued, loans and investments made.
- Internal Audit findings and External Audit Reports (through the Audit Committee).
- Status of business risk exposures, its management and related action plans.
- Making of loans and investment of surplus funds.
- Proposals for investment, mergers and acquisitions.
- Recommendation / declaration of Dividend.
- General notices of interest of Directors.
- Terms of reference of Board Committees.
- Brief on statutory developments, changes in Government policies etc. with impact thereof, directors' responsibilities arising out of any such developments.
- Brief on clarifications made to the press.

- (v) The Chairman of the Board and the Company Secretary in consultation with other concerned team members of the senior management, finalise the agenda papers for the Board meetings.

(c) Board Material distributed in advance

Agenda and Notes on Agenda are circulated to the Directors in advance, in the defined Agenda format. All material information is incorporated in the Agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the Agenda, the same is tabled before the meeting with specific reference to this effect in the Agenda. In special and exceptional circumstances, additional or supplementary item(s) on the Agenda are permitted.

(d) Recording Minutes of proceedings at Board and Committee meetings

The Company Secretary records the minutes of the proceedings of each Board and Committee meeting. Draft minutes are circulated to all the Members of the Board / Committee for their comments. The final minutes are entered in the Minutes Book within 30 days from the conclusion of that meeting.

(e) Post Meeting Follow-up Mechanism

The Guidelines for the Board and Committee meetings facilitate an effective post meeting follow-up, review and reporting process for the decisions taken by the Board and Committees thereof. Action taken report on the decisions / minutes of the previous meeting(s) is placed at the immediately succeeding meeting of the Board / Committee for noting by the Board / Committee.

(f) Compliance

The Company Secretary while preparing the Agenda, Notes on Agenda, Minutes etc. of the meeting(s), is responsible for and is required to ensure adherence to all the applicable laws and regulations including the Companies Act, 1956 read with the Rules issued thereunder and the Secretarial Standards recommended by the Institute of Company Secretaries of India.

4. Attendance of Directors at Board Meetings, last Annual General Meeting and number of other Directorship(s) and Chairmanship(s) / Membership(s) of Committees of each Director in various companies

Name of the Director	Attendance at meetings during 2008-09		No. of Other Directorship(s) *	No. of Membership(s) / Chairmanship(s) of Board Committees of Other Companies **
	Board Meetings	Last AGM		
Mahesh K. Kamdar	5	Yes	3	-
Chandra Raj Mehta	5	Yes	2	2
Sandeep H. Junnarkar	5	Yes	9	3 (including 1 as Chairman)
Bharat C. Gosalia #	5	Yes	-	-
S. C. Malhotra	5	Yes	1	1
Dilip V. Dherai	5	Yes	1	-

* The Directorships held by Directors as mentioned above, do not include Alternate Directorships and Directorships of Foreign Companies, Companies incorporated under section 25 of the Companies Act, 1956 and Private Limited Companies.

** In accordance with Clause 49, Membership(s) / Chairmanship(s) of only the Audit Committees and Shareholders' / Investors' Grievance Committees of Indian Public Companies (excluding Reliance Industrial Infrastructure Limited) have been considered.

Ceased to be a Director of the Company, consequent to his resignation, effective 19th January, 2009.

5. Number of Board Meetings held and the dates on which held

Five Board meetings were held during the year. The Company has held at least one Board meeting in every three months and the maximum time gap between any such two meetings was not more than four months. The details of the Board meetings are as under :

Sr. No.	Date	Board Strength	No. of Directors Present
1.	15th April, 2008	6	6
2.	2nd July, 2008	6	6
3.	19th July, 2008	6	6
4.	18th October, 2008	6	6
5.	17th January, 2009	6	6

6. Board Committees

Details of the Committees of the Board and other related information are provided hereunder :

(a) Audit Committee

Composition : The Audit Committee of the Board comprises of two Independent Non-Executive Directors, namely, Shri Chandra Raj Mehta, Chairman and Shri Sandeep H. Junnarkar and one Non-Independent Non-Executive Director, namely, Shri S. C. Malhotra. All the members of the Committee are financially literate. The Chairman of the Committee, Shri Chandra Raj Mehta, is a Chartered Accountant and Company Secretary and possesses accounting / financial management expertise. The constitution of the Audit Committee meets the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

Shri Swatantra Kumar Sethi, Company Secretary, is the Secretary to the Audit Committee. Executives from Finance Department, Secretarial Department as also Representatives of the Statutory and Internal Auditors are invited to attend the Audit Committee Meetings.

Objective : The primary objective of the Audit Committee is to monitor and effectively supervise the Company's financial reporting process with a view to providing accurate, timely and proper disclosures and the integrity and quality of the financial reporting.

Terms of Reference: The terms of reference / powers of the Audit Committee are as under :

(i) Powers of the Audit Committee

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

(ii) The role of the Audit Committee includes

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditors and fixation of audit fees.
- Approval of payment to the Statutory Auditors for any other services rendered by the Statutory Auditors.
- Reviewing with the management, the annual financial statements before submission to the Board for approval, with particular reference to :
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of sub-section (2AA) of Section 217 of the Companies Act, 1956;
 - Changes, if any, in accounting policies and practices and reasons for the same;

- Major accounting entries involving estimates based on the exercise of judgment by the management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of related party transactions, if any; and
 - Qualifications in draft audit report.
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
 - Review of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.).
 - Reviewing with the management, performance of statutory and internal auditors and adequacy of internal control systems.
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - Discussion with Internal Auditors any significant findings and follow up thereon.
 - Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well
- as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debentureholders, shareholders (in case of non payment of declared dividends) and creditors.
 - To review the functioning of the Whistle Blower Mechanism.
 - Carrying out such other function as may be specifically referred to the Committee by the Board of Directors and / or other Committee(s) of Directors of the Company.
 - To review the following information :
 - The management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
 - Internal audit reports relating to internal control weaknesses;
 - The appointment, removal and terms of remuneration of Internal Auditors; and
 - Financial statements, in particular the investments made by the unlisted subsidiary companies.
- Meetings :** Four meetings of the Committee were held during the year which were attended by all the members of the Committee. Executives from Finance Department, Secretarial Department as also Representatives of the Statutory and Internal Auditors attended the Audit Committee Meetings by invitation.

The details of the meetings are as under :

Sr. No.	Date	Committee Strength	No. of Members Present
1.	15th April, 2008	3	3
2.	19th July, 2008	3	3
3.	18th October, 2008	3	3
4.	17th January, 2009	3	3

The Chairman of the Audit Committee was present at the last Annual General Meeting.

(b) Remuneration Committee

Composition : The Remuneration Committee of the Board comprises of two Independent Non-Executive Directors, namely, Shri Chandra Raj Mehta, Chairman and Shri Sandeep H. Junnarkar and one Non-Independent Non-Executive Director, namely, Shri S. C. Malhotra.

Terms of Reference : The Remuneration Committee has been constituted to determine / review the remuneration package of the Managing Director(s) / Whole-time Director(s).

Meetings : There was no meeting of the Remuneration Committee during the year.

Remuneration Policy, details of remuneration and other terms of appointment of Directors :

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice.

The Whole-time Director is paid remuneration as per the Agreement entered into between him and the Company and is duly approved by the Remuneration Committee of Directors, the Board of Directors and the Members in General Meeting.

The aggregate value of salary, allowances and perquisites paid for the year ended 31st March, 2009 to Shri Dilip V. Dherai (re-appointed as a Whole-time Director designated as Executive Director - Projects with effect from 1st July, 2004 for a period

of 5 years) was Rs.17.73 lacs (salary and allowances Rs.17.55 lacs and perquisites Rs.0.18 lac).

Besides salary, allowances and perquisites, the aforesaid Whole-time Director is also entitled to company's contribution to provident fund, gratuity and encashment of leave as per the rules of the Company.

Service Contract of Whole-time Director can be terminated, by either party, by giving 3 months notice in writing.

The Company pays sitting fees to all the Directors other than the Whole-time Director, at the rate of Rs.10 000/- for attending each meeting of the Board and / or Committee thereof. Sitting fees paid for the year ended 31st March, 2009, are as follows :

Shri Mahesh K. Kamdar : Rs.50 000/-, Shri Chandra Raj Mehta : Rs.1 30 000/-, Shri Sandeep H. Junnarkar : Rs.1 30 000/-, Shri Bharat C. Gosalia : Rs.90 000/-, Shri S. C. Malhotra : Rs.90 000/-.

There were no other pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company.

(c) Shareholders'/ Investors' Grievance Committee

Composition : The Shareholders' / Investors' Grievance Committee of the Board comprises of two Independent Non-Executive Directors, namely, Shri Chandra Raj Mehta, Chairman and Shri Sandeep H. Junnarkar and one Non-Independent Non-Executive Director, namely, Shri Mahesh K. Kamdar. Shri Bharat C. Gosalia ceased to be a member of the Committee, consequent to his resignation as a Director of the Company, effective 19th January, 2009. Shri Mahesh K. Kamdar was nominated as a member of the Committee with effect from 6th March, 2009.

Terms of reference : The Committee, inter alia, approves issue of duplicate share certificates and oversees and reviews all matters connected with transfer of shares of the Company. The Committee also looks into redressal of shareholders'/ investors' complaints related to transfer of shares, non-receipt of Annual Reports, non-receipt of declared dividends etc. The Committee

oversees performance of the Share Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services. The Committee also monitors implementation and compliance of the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.

The Board has authorised Shri Mahesh K. Kamdar, Chairman of the Board, Shri Dilip V. Dherai, Executive Director and Shri Swatantra Kumar Sethi, Company Secretary, severally, to approve the transfer of shares, transmission of shares, folio consolidation, change of name, transposition, certificate split and consolidation, dematerialisation or rematerialisation of shares, replacement of certificates etc.

Meetings : Four Meetings of the Committee were held during the year which were attended by all the members of the Committee.

The details of the meetings are as under :

Sr. No.	Date	Committee Strength	No. of Members Present
1.	15th April, 2008	3	3
2.	19th July, 2008	3	3
3.	18th October, 2008	3	3
4.	17th January, 2009	3	3

Compliance Officer : Shri Swatantra Kumar Sethi, Company Secretary has been designated by the Board as the Compliance Officer for complying with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Listing Agreement with the Stock Exchanges.

Investor Grievance Redressal

The number of complaints received and resolved during the year under review and their break-up is as under :

Type of Complaints	No. of Complaints
Non-receipt of Annual Reports	16
Non-receipt of Dividend Warrants	51
Non-receipt of Certificates	16
Total	83

There were no outstanding complaints as on 31st March, 2009. 1 request for dematerialisation and 1 request for transfer were pending for approval as on 31st March, 2009, which were processed/approved and dealt with by 2nd April, 2009.

Procedure at Committee Meetings

The Company's guidelines relating to Board meetings are applicable to Committee meetings as far as may be practicable. Minutes of the proceedings of the Committee meetings are placed before the Board meetings for perusal and noting.

7. Code of Business Conduct and Ethics for Directors and Management Personnel

The Board vide Resolution passed on 26th December, 2005, adopted the Code of Business Conduct and Ethics for Directors and Management Personnel (the Code). This Code is a comprehensive Code applicable to all Directors and Management Personnel. The Code while laying down, in detail, the standards of business conduct, ethics and governance, centres around the following theme :

“The Company's Board of Directors and Management Personnel are responsible for and are committed to setting the standards of conduct contained in this Code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the needs of local and international investors and all other stakeholders as also to reflect corporate, legal and regulatory developments. This Code should be adhered to in letter and in spirit.”

A copy of the Code has been put on the Company's website www.riil.in.

The Code has been circulated to all the members of the Board and Management Personnel and the compliance of the same is affirmed by them annually.

A declaration signed by the Executive Director (Chief Executive Officer) is given below :

I hereby confirm that :

The Company has obtained, from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Business Conduct and Ethics for Directors and Management Personnel in respect of the financial year 2008-09.

Dilip V. Dherai
Executive Director

8. Whistle Blower Mechanism

The Company promotes ethical behaviour in all its business activities and has put in place mechanism of reporting illegal or unethical behaviour. Employees may report violations of laws, rules, regulations or unethical conduct to their immediate supervisor / notified person. The reports received from employees will be reviewed by the Audit Committee. The Directors and management personnel are obligated to maintain confidentiality of such reportings and ensure that the whistle blowers are not subjected to any discriminatory practices.

9. Subsidiary Monitoring Framework

All the subsidiary companies of the Company are Board managed with their boards having the rights and obligations to manage such companies in the best interest of their stakeholders. The company monitors the performance of such companies, inter alia, by the following means :

- (a) Financial statements, in particular the investments made by the unlisted subsidiary companies, are reviewed quarterly by the Audit Committee of the Company.
- (b) All minutes of the meetings of the unlisted subsidiary companies are placed before the Company's Board regularly.
- (c) A statement containing all significant transactions and arrangements entered into by the unlisted subsidiary companies is placed before the company's Board.

10. General Body Meetings

Details of the last three Annual General Meetings of the Company are as under :

Year	Venue of the Meeting	Day and Date	Time
2005-06	4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400 020	Wednesday 12.07.2006	11.00 a.m.
2006-07	4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400 020	Thursday 12.07.2007	11.30 a.m.
2007-08	4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400 020	Wednesday 02.07.2008	11.30 a.m.

Note :

- (a) No Special Resolutions were passed at the Annual General Meetings held for the years 2005-06, 2006-07 and 2007-08.
- (b) During the year ended 31st March, 2009, there were no resolutions passed by the Company's Members through postal ballot. There is no resolution proposed to be passed through postal ballot.

11. (a) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the Management, their relatives or subsidiaries etc. that may have potential conflict with the interests of the Company at large

None of the transactions with any of the related parties were in conflict with the interests of the Company.

Attention of Members is drawn to the disclosures of transactions with the related parties set out in Notes on Accounts – Schedule '15', forming part of the Annual Report.

The Company's related party transactions are generally with its Subsidiaries and Associate. The related party transactions are entered into based on considerations of various business exigencies such as synergy in operations, sectoral specialisation and the Company's long term strategy for sectoral investments, optimisation of market share and profitability, legal requirements, liquidity and capital resources of Associates.

All related party transactions are negotiated at arms length and are only intended to further the interests of the Company.

(b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority.

12. Means of Communication

- (a) Half Yearly Reports :** Half Yearly Reports covering financial results are sent to members at their registered addresses.
- (b) Quarterly Results :** Quarterly Results are published in 'Financial Express' and 'Navshakti'.
- (c) SEBI EDIFAR :** The Company uploads its Annual Report, financial results, shareholding pattern and other information on the SEBI EDIFAR Website maintained

13. General Shareholder Information

- (a) Company Registration Details** The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by Ministry of Corporate Affairs (MCA) is L60300MH1988PLC049019.
- (b) Annual General Meeting (Day, Date, Time and Venue)** Tuesday, 1st September, 2009 at 11.30 a.m. at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400 020.
- c) Financial Calendar**

Financial Year	April 1 to March 31
Results for Quarter ending 30th June, 2009	Third week of July, 2009
Results for Quarter/ Half Year ending 30th September, 2009 (tentative)	Last week of October, 2009
Results for Quarter ending 31st December, 2009 (tentative)	Last week of January, 2010
Results for Year ending 31st March, 2010 (tentative)	Last week of April, 2010
Annual General Meeting (tentative)	July, 2010

by National Informatics Centre (NIC): www.sebiedifar.nic.in.

- (d) Annual Report :** Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report, Auditors' Report, and other important information is circulated to members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Annual Report.
- (e) Reminder to Investors :** Reminders for Unpaid Dividend are sent to the Shareholders as per records every year.
- (f) Website :** The Company's website www.ruil.in contains a separate dedicated section, 'Investor Relations', where information for shareholders is available. The Annual Report of the Company is also available on the website in a user-friendly and downloadable manner.
- (g) Designated Exclusive email-id :** The Company has designated the following email-ids exclusively for investor servicing:
 - (i) For queries on Annual Report : investor_relations@ruil.in
 - (ii) For queries in respect of shares in physical mode : ruilnkm@karvy.com

- (d) Book Closure Period** Monday, 17th August, 2009 to Saturday, 22nd August, 2009 (both days inclusive) for payment of dividend.
- (e) Dividend Payment Date** On or after 1st September, 2009.
- (f) Listing of Equity Shares at**
- (i) Bombay Stock Exchange Limited (BSE),
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.
 - (ii) National Stock Exchange of India Limited (NSE)
“Exchange Plaza”, Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051.
- (g) Payment of Listing Fees** Annual Listing Fee for the year 2009-10 (as applicable) has been paid by the Company to BSE and NSE.
- (h) Stock Code**
- (i) Trading Symbol at**

Bombay Stock Exchange Limited		523445
National Stock Exchange of India Limited		RIL

 - (ii) Demat ISIN Numbers in Equity Shares** INE046A01015
 - NSDL & CDSL**

(i) Share Price Data (in Rs. per share)

Month	Bombay Stock Exchange (BSE)		National Stock Exchange (NSE)	
	Month's High Price	Month's Low Price	Month's High Price	Month's Low Price
April - 2008	1 550.75	771.00	1 547.65	769.00
May - 2008	1 782.40	1 163.00	1 788.00	1 166.00
June - 2008	1 200.00	806.90	1 208.00	805.65
July - 2008	975.00	699.45	982.40	695.00
August - 2008	1 023.65	881.10	1 020.50	881.15
September - 2008	963.00	540.00	947.50	536.00
October - 2008	613.00	280.05	620.00	280.00
November - 2008	490.00	298.00	501.00	300.30
December - 2008	420.00	295.50	420.00	298.10
January - 2009	428.70	298.00	429.00	300.00
February - 2009	339.00	277.30	339.00	277.10
March - 2009	310.00	231.05	310.60	233.00

Source: BSE and NSE websites

The closing market price per equity share on 17th April, 2009 was Rs. 737.75 on BSE and Rs. 737.00 on NSE.

(j) Share price performance in comparison to broad based indices - BSE Sensex and NSE Nifty as on 31st March, 2009

Percentage change in

	RIIL share price	Sensex
Financial Year 2008-09	-68.40	-37.94
2 years	-26.56	-25.73
3 years	-26.07	-13.93
5 years	411.56	73.66

Percentage change in

	RIIL share price	Nifty
Financial Year 2008-09	-68.24	-36.19
2 years	-26.37	-20.95
3 years	-25.89	-11.22
5 years	415.82	70.49

(k) Share Transfer Agent

Karvy Computershare Private Limited
"Karvy House", 46, Avenue 4, Street No.1,
Banjara Hills, Hyderabad - 500 034, India
Website : www.karvy.com
e-mail : riilnkm@karvy.com
Telephone Nos. : +91 40 2332 0666 /
0711 / 3031 / 3037
Fax No. : +91 40 2332 3058

List of Investor Service Centres of Karvy Computershare Private Limited forms part of the Annual Report.

(l) Share Transfer System

Presently, the share transfers which are received in physical form are processed and the share certificates are returned within a period of 7 days from the date of receipt, subject to the documents being valid and complete in all respects. The Board has authorised Shri Mahesh K. Kamdar, Chairman of the Board, Shri Dilip V. Dherai, Executive Director and Shri Swatantra Kumar Sethi, Company Secretary, severally, to approve the transfer, transmission etc. of the Company's shares. A summary of transfer / transmission of shares of the Company so approved is placed at every Shareholders' / Investors' Grievance Committee Meeting. The Company obtains from a Company Secretary in practice half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchanges and files a copy of the certificate with the Stock Exchanges.

(m) Distribution of Shareholding as on 31st March, 2009

Sr. No.	Category	No. of Shares	% to total Shares
1.	Promoters: Reliance Industries Limited	68 60 064	45.43
2.	Mutual Funds & UTI	800	0.01
3.	Banks, Financial Institutions and Insurance Companies	4 045	0.02
4.	FII's	1 52 685	1.01
5.	Private Corporate Bodies	16 42 247	10.88
6.	Indian Public	62 87 334	41.64
7.	NRI / OCBs	1 52 825	1.01
	Grand Total	1 51 00 000	100.00

(n) Top 10 Shareholders as on 31st March, 2009

Sr. No.	Name of the Shareholder(s)	No. of Shares	% to total Shares
1	Reliance Industries Limited	68 60 064	45.43
2	Reliance Capital Limited	1 60 100	1.06
3	Wellington Management Company, LLP	1 00 000	0.66
4	Religare Securities Limited	78 300	0.52
5	Angel Broking Limited	52 090	0.34
6	Sharekhan Limited	49 987	0.33
7	Karvy Stock Broking Limited	43 117	0.29
8	Neeraj Batra	41 462	0.27
9	Marudhar Vyapaar Private Limited	40 000	0.26
10	Jayantilal Premji Shah	36 000	0.24

(o) Shareholding Pattern by Size as on 31st March, 2009

Sr. No.	Category (Shares)	Electronic			Physical			Total		
		Holders	Shares	% to total Shares	Holders	Shares	% to total Shares	Holders	Shares	% to total Shares
1	01 - 100	1 07 786	25 37 549	16.80	5 086	5 07 167	3.36	1 12 872	30 44 716	20.16
2	101 - 500	7 457	17 24 963	11.42	475	1 30 000	0.86	7 932	18 54 963	12.28
3	501 - 1000	888	6 77 611	4.49	31	23 500	0.16	919	7 01 111	4.64
4	1001 - 5000	542	11 42 376	7.57	19	31 100	0.21	561	11 73 476	7.78
5	5001 - 10000	60	4 07 778	2.70	2	15 800	0.10	62	4 23 578	2.81
6	10001 - 50000	34	6 51 602	4.32	0	0	0.00	34	6 51 602	4.32
7	50001 - 100000	3	2 30 390	1.52	0	0	0.00	3	2 30 390	1.52
8	100001 & Above	2	70 20 164	46.49	0	0	0.00	2	70 20 164	46.49
Total		1 16 772	1 43 92 433	95.31	5 613	7 07 567	4.69	1 22 385	1 51 00 000	100.00

(p) Geographical Distribution of Shareholders as on 31st March, 2009

Sr. No.	Name of the City	Electronic				Physical				Total			
		Holders	% to total Holders	Shares	% to total Shares	Holders	% to total Holders	Shares	% to total Shares	Holders	% to total Holders	Shares	% to total Shares
1	MUMBAI	26 388	21.56	96 80 473	64.11	1 583	1.29	2 24 044	1.48	27 971	22.85	99 04 517	65.59
2	DELHI	7 917	6.47	8 28 768	5.49	323	0.26	49 200	0.33	8 240	6.73	8 77 968	5.81
3	AHMEDABAD	6 540	5.34	4 34 507	2.88	422	0.34	46 100	0.31	6 962	5.69	4 80 607	3.18
4	KOLKATA	5 054	4.13	4 05 944	2.69	178	0.15	25 307	0.17	5 232	4.28	4 31 251	2.86
5	BENGALURU	3 495	2.86	1 59 564	1.06	135	0.11	13 804	0.09	3 630	2.97	1 73 368	1.15
6	VADODARA	2 556	2.09	1 17 335	0.78	165	0.13	18 100	0.12	2 721	2.22	1 35 435	0.90
7	CHENNAI	2 638	2.16	1 65 391	1.10	166	0.14	17 400	0.12	2 804	2.29	1 82 791	1.21
8	PUNE	3 421	2.80	2 24 950	1.49	65	0.05	8 500	0.06	3 486	2.85	2 33 450	1.55
9	HYDERABAD	2 181	1.78	1 76 258	1.17	100	0.08	10 800	0.07	2 281	1.86	1 87 058	1.24
10	OTHERS	56 582	46.23	21 99 243	14.56	2 476	2.02	2 94 312	1.95	59 058	48.26	24 93 555	16.51
Total		1 16 772	95.41	143 92 433	95.31	5 613	4.59	7 07 567	4.69	1 22 385	100.00	151 00 000	100.00

(q) Corporate Benefits

Dividend declared for the last 10 years

Financial Year	Dividend Declaration Date	Dividend Rate (%)
2007-08	2nd July, 2008	35%
2006-07	10th March, 2007	35%
2005-06	12th July, 2006	35%
2004-05	16th September, 2005	32%
2003-04	25th September, 2004	32%
2002-03	6th September, 2003	32%
2001-02	25th June, 2002	32%
2000-01	28th June, 2001	32%
1999-00	29th March, 2000	31%
1998-99	22nd September, 1999	30%

(r) Dematerialisation of Shares

95.31% of the Company's Paid up Equity Share Capital has been dematerialised upto 31st March, 2009 (95.04% upto 31st March, 2008). Trading in Equity Shares of the Company is permitted only in dematerialised form.

(s) Liquidity

The higher trading activity is witnessed on NSE. Relevant data for the average daily turnover for the financial year 2008-09 is given below :

	BSE	NSE	TOTAL
In no. of shares (in '000)	76.57	126.33	202.90
In value terms (Rs. in crore)	6.28	9.51	15.79

[Source : This information is compiled from the data available from the websites of BSE and NSE]

(t) Outstanding GDRs / Warrants and Convertible Instruments

The Company has not issued any GDRs / Warrants or any other instrument, which is convertible into Equity Shares of the Company.

(u) Locations of Manufacturing Plants

The Company is mainly engaged in the business of setting up / operating Industrial Infrastructure. The Company is also engaged in related activities involving leasing and providing services connected

with computer software and data processing. Therefore, the Company does not have any manufacturing plant.

(v) Address for Correspondence

(i) Investor Correspondence

For transfer / dematerialisation of shares, payment of dividend on shares and any other query relating to the shares of the Company :

For Shares held in Physical form

Karvy Computershare Private Limited
Unit - Reliance Industrial Infrastructure Limited
"Karvy House" 46, Avenue 4,
Street No.1,
Banjara Hills, Hyderabad – 500 034
e-mail : riilnkm@karvy.com

For Shares held in Demat form

To the investors' Depository Participant and / or Karvy Computershare Private Limited.

(ii) Any query on Annual Report

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

(w) Transfer of unpaid / unclaimed amount of Dividend to Investor Education and Protection Fund

During the year under review, the Company credited a sum of Rs.5.38 lacs to the Investor Education and Protection Fund (IEPF) pursuant to Section 205C of the Companies Act, 1956 and the Investor Education and Protection Fund (Awareness and Protection of Investor) Rules, 2001.

The cumulative amount transferred to IEPF upto 31st March, 2009 was Rs.40.87 lacs.

14. Compliance Certificate of the Auditors

Certificate from the Auditors of the Company, Messrs Chaturvedi & Shah, confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 of Listing Agreement, is annexed to the Directors' Report forming part of the Annual Report.

This Certificate has also been forwarded to the Stock Exchanges where the shares of the Company are listed.

15. Adoption of Mandatory and Non-Mandatory Requirements of Clause 49

The Company has complied with all the mandatory requirements of Clause 49. The Company has adopted the following Non-mandatory requirements stipulated under Clause 49 :

(a) Remuneration Committee :

The Company has constituted the Remuneration Committee to recommend / review remuneration of the Managing Director(s) and Whole-time Director(s).

(b) Shareholder Rights :

Half yearly Reports covering financial results are sent to Members at their registered addresses.

(c) Audit Qualification :

The Company is in the regime of unqualified financial statements.

(d) Training of Board Members :

The Board members are provided with the necessary documents / brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Periodic presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, business environment, business strategy and risks involved.

Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are circulated to the Directors.

(e) Whistle Blower policy :

The Company has a whistle blower mechanism wherein the Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the workgroups. Such reports received will be reviewed by the Audit Committee of Directors from time to time. The confidentiality of those reporting violations shall be protected and they shall not be subjected to any discriminatory practices.

16. CEO and CFO Certification

The Chief Executive Officer and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49 and quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41.

17. Secretarial Audit Report

The Company had appointed Dr. K. R. Chandratre, Practicing Company Secretary, to conduct Secretarial Audit of the Company for the financial year ended 31st March, 2009, who submitted his report confirming compliance with all the applicable provisions of various corporate laws. The Secretarial Audit Report is annexed.

18. Capital Integrity Audit

The Audit Report, confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with National Securities Depository Limited and Central Depository Services (India) Limited, is placed before the Board on a quarterly basis. A copy of the Audit Report is submitted to the Stock Exchanges where the shares of the Company are listed.

19. Fee to Statutory Auditors

The fee (exclusive of Service Tax) to the Statutory Auditors for the year was Rs.10 lacs (previous year Rs.10 lacs) including Rs.1 lac (previous year Rs.1 lac) as fee for Certification in finance and tax matters.