



# Report on Corporate Governance

**In accordance with Clause 49 of the Listing Agreement with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) (Clause 49) and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes at Reliance Industrial Infrastructure Limited is as under:**

## 1. Statement on Company's philosophy on Code of Governance

Good governance practices stem from the culture and mindset of the organization. Corporate Governance is a set of systems and practices to ensure that the affairs of the company are being managed in a way which ensures accountability, transparency, fairness in all its transactions and meets its stakeholders' aspirations.

The demands of corporate governance require professionals to raise their competency and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics. It has thus become crucial to foster and sustain a culture that integrates all components of good governance by carefully balancing the complex inter-relationship among the board of directors, audit committee, accounting and corporate secretarial team, auditors and senior management – the CEO and CFO.

The Company is committed to achieve and maintain the highest 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.

Over the years, governance processes and systems have been strengthened within the Company and corporate governance has been an integral part of the way business has been done.

The Company not only adheres to the prescribed corporate practices as per Clause 49 of the Listing Agreement but has also undertaken several initiatives towards maintaining the highest standards of Governance and these include:

- **Independent Board with defined role and responsibilities:** A majority of the Board, 3 out of 5, are independent directors. The Board's actions and decisions are aligned with the Company's best interests. The Company has an established framework for the meetings of the Board and Board Committees which assist to systematize the decision making process at the meetings of the Board and Board Committees in an informed and efficient manner. The agenda for the Board includes a review of annual operating plans and capital allocation and budgets. The Board also reviews related party transactions and financial reporting.
- **Ethics Policies:** The Company adheres to ethical standards to ensure integrity, transparency, independence and accountability in dealings with all stakeholders. In this direction, the Company has adopted the following codes which act as enablers to carry out duties in an ethical way:
  1. Code of Business conduct and Ethics for Directors / Management Personnel.
  2. Code of Conduct for prohibition of Insider Trading.
- **Audits and internal checks and balances:** The Company's accounts are audited by Messrs Chaturvedi & Shah, Chartered Accountants, one of India's leading audit firms and a member of Nexia International. A Management

Audit Cell, established internally, besides outside internal auditors, reviews internal controls and operating systems and procedures. Similarly, a Legal Compliance Cell ensures that the Company conducts its businesses with high standards of legal, statutory and regulatory compliances. The Company has instituted a legal compliance program in compliance with best international standards, supported by a robust online system that covers all its activities. The gamut of this system includes statutes such as industrial and labour laws, taxation laws and corporate and securities laws. The Company deploys a robust system of internal controls to allow optimal use and protection of assets, facilitate accurate and timely compilation of financial statements and management reports and ensure compliance with statutory laws, regulations and company policies.

- **Best Corporate Governance practices:** The Company maintains the highest standards of Corporate Governance. It is the Company's constant endeavor to adopt best Corporate Governance practices which includes the following:
  - All securities related filings with Stock Exchanges are reviewed every quarter by the Shareholders'/Investors' Grievance Committee of Directors of the Company.
  - Internal audit is conducted by independent auditors.
  - The Company also undergoes secretarial audit conducted by an independent company secretary who is in whole-time practice. The quarterly audit reports are placed before the Board and the annual audit report placed before the Board is included in the Annual Report.
- **Guidelines for the Board / Committee Meetings:** The Company has defined Guidelines and established framework for the meetings of the Board and Board Committees. These guidelines seek to systematize the decision making process at the meeting of the Board and Board Committees in an informed and efficient manner.
- **Key Board activities during the year:** The Board provides and critically evaluates strategic direction of the Company, management policies and their effectiveness. The agenda for Board reviews includes a detailed analysis and review of annual operating plans, capital allocation and budgets.
- **Corporate Social Responsibility (CSR):** Social welfare and community development is a part of the Company's CSR philosophy. The Company embraces responsibility for impact of its operations and actions on all stakeholders including society and community at large.
- **Shareholders Communications:** The Company's corporate website: [www.riil.in](http://www.riil.in) has information for institutional and retail shareholders alike. Shareholders seeking information may contact the Company directly throughout the year. They also have an opportunity to ask questions in person at the Annual General Meeting. Shareholders can contact the Company directly via dedicated shareholder contact points as provided with this report or through any of Investor Service Centres of the Company's Share Transfer Agent. The list of Investor Service Centres of the Share Transfer Agent is available on the Company's corporate website: [www.riil.in](http://www.riil.in). The Company ensures that queries, complaints

and suggestions of shareholders are responded to in a timely and consistent manner. A shareholder referencer is provided with this report which is quite comprehensive and informative.

- **Role of the Company Secretary in Overall Governance Process:** The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to ensure compliance with applicable statutory requirements and is the interface between the management and regulatory authorities for governance matters. All the Directors of the Company have access to the advice and services of the Company Secretary.
- **Observance of the Secretarial Standards issued by the Institute of Company Secretaries of India:** The Institute of Company Secretaries of India (ICSI), one of the premier professional bodies in India, has issued Secretarial Standards on important aspects like Board Meetings, General Meetings, Payment of Dividend, Maintenance of Registers and Records, Minutes of Meetings, Transmission of Shares and Debentures, Passing of Resolutions by Circulation, Affixing of Common Seal and Board's Report. Although these Standards are recommendatory in nature, the Company substantially adheres to the Standards voluntarily.

## 2. Board of Directors

### Board composition and category of Directors

The Board of Directors of the Company (the Board) consists of 5 Directors, out of which 3 are Independent Directors. The composition of Board and category of Directors are as follows:

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

All the Independent Directors of the Company at the first meeting of the Board in every financial year, give a declaration that they meet with the criteria of independence as provided under Clause 49 of the listing agreement.

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

### What constitutes independence of Directors

For a Director to be considered independent, the Board determines that the Director does not have any direct or indirect material pecuniary relationship with the Company.

### Directors' Profile

A 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 Honorary Doctorate in Business Philosophy from Burkes University. He has extensive experience and possesses expertise in the fields of pipes, steel and 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 a Member of the Shareholders' / Investors' Grievance Committee of the Company.

Shri Kamdar is also on the Board of Reliance Gas Transportation Infrastructure Limited, The Indian Film Combine Private Limited and Westward Realty Private Limited. He is a Member of the Audit Committee of Reliance Gas Transportation Infrastructure Limited.

Shri Kamdar holds 482 shares of the Company in his name as on 31st March, 2013.

- (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 Member of the Company Law Board and was also Regional Director, Ministry 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 and is liable to retire by rotation. He is the Chairman of the Audit Committee, Shareholders' / Investors' Grievance Committee and Remuneration Committee of the Company.

Shri Mehta does not hold any share of the Company in his name as on 31st March, 2013.

- (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 and is liable to retire by rotation. 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 and Sterlite Industries (India) 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. He is a Member of the Audit Committee of Everest Industries Limited and Sterlite Industries (India) Limited. He is also 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 in his name as on 31st March, 2013.

- (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 on the Board of Reliance Ports And Terminals Limited. He is also a Member of the Audit Committee of Reliance Ports And Terminals Limited.

Shri Malhotra does not hold any share of the Company in his name as on 31st March, 2013.

- (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 with effect from 1st July, 2004. He was re-appointed as a Whole-time Director designated as Executive Director with effect from 1st July, 2009, for a period of five years. He does not hold any membership of a Board Committee of the Company.

Shri Dherai is on the Board of Mumbai SEZ Limited and Indigo Commercials Private Limited. He does not hold any membership of a Board Committee of any other Company.

Shri Dherai holds 1,700 shares of the Company in his name as on 31st March, 2013.

### 3. Board Meetings, Board Committee Meetings and Procedures

#### (a) Institutionalised decision making process

The Board of Directors is the apex body constituted by the shareholders for overseeing the overall functioning of the Company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interests of the shareholders are being served. The Executive Director is assisted by senior managerial personnel in overseeing the functional matters of the Company.

The Board has constituted three Committees, namely Audit Committee, Shareholders' / Investors' Grievance Committee and Remuneration Committee. The Board is authorized to constitute additional Committees, from time to time, depending on the business needs.

The internal Guidelines of the Company for Board / Board Committee meetings facilitate the decision making process at the Meetings of the Board / Board Committees in an informed and efficient manner. The following sub-sections deal with the practice of these guidelines at the Company.

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

- (i) Minimum four pre-scheduled Board Meetings are held every year. 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 / 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 / Board Committee Meetings.
- (iii) The Board is given presentations / briefed on areas covering 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 required to be placed before the Board includes:
  - General notices of interest of Directors.
  - Appointment, remuneration and resignation of Directors.
  - Formation / Reconstitution of Board Committees.
  - Terms of reference of Board Committees.
  - Business plans, capital budgets and any updates.
  - Minutes of the Board meetings of unlisted subsidiary companies, if any.
  - Minutes of Meetings of Audit Committee and other Committees of the Board, as also Resolutions passed by circulation.
  - Declaration of independent directors at the time of appointment / annually.
  - Quarterly results for the Company.
  - Annual Financial results of the Company, Report of the Board of Directors and Auditors' Report.
  - Appointment of Directors in place of those retiring by rotation.
  - Appointment and the fixing of the remuneration of the Auditors as recommended by the Audit Committee.
  - Appointment or resignation of Chief Financial Officer and Company Secretary.

- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- Any issue, which involves possible public or product 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 front.
- 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, if any.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer (if any), 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).
- Significant changes in accounting policies and internal controls.
- Status of business risk exposures, its management and related action plans.
- Reconciliation of Share Capital Audit Report under SEBI (Depositories and Participants) Regulations, 1996.
- Compliance Certificate certifying compliance with all Laws applicable to the Company.
- Making of loans and investment of surplus funds.
- Proposals for investments, mergers and acquisitions.
- Recommendation / declaration of Dividend.
- Brief on statutory developments, changes in Government policies etc. with impact thereof, Directors' responsibilities arising out of any such developments.
- Brief on information disseminated to the press.
- Quarterly Secretarial Audit Reports submitted by the Secretarial Auditors.

- (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**

The 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 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 Board Committee meetings**

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

**(e) Post meeting follow-up mechanism**

The Guidelines for the Board and Board Committee meetings facilitate an effective post meeting follow-up, review and reporting process for the decisions taken by the Board and Board Committees thereof. The important decisions taken at the Board / Board Committee meetings are communicated to the departments / divisions concerned promptly. Action taken report on the decisions / minutes of the previous meeting(s) is placed at the immediately succeeding Meeting of the Board / Board Committee for noting by the Board / 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. Number of Board meetings held and the dates on which held**

Five Board meetings were held during the year as against the minimum requirement of four meetings. 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.	14th April, 2012	5	5
2.	5th July, 2012	5	5
3.	16th July, 2012	5	4
4.	13th October, 2012	5	5
5.	15th January, 2013	5	4





5. Attendance of Directors at Board meetings, last Annual General Meeting (AGM) 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 2012-13		No. of Other Directorship(s) *	No. of Membership(s) / Chairmanship(s) of Board Committees in Other Companies **
	Board Meetings	Last AGM		
Mahesh K. Kamdar	4	Yes	1	1
Chandra Raj Mehta	5	Yes	Nil	Nil
Sandeep H. Junnarkar	5	Yes	8	3 (including 1 as Chairman)
S. C. Malhotra	4	Yes	1	1
Dilip V. Dherai	5	Yes	1	Nil

\* The Directorships held by Directors, as mentioned above, do not include Alternate Directorships and Directorships in foreign companies, companies registered 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 in all public limited companies (excluding Reliance Industrial Infrastructure Limited) have been considered.

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 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 Audit Committee possess financial / accounting expertise / exposure. The composition of the Audit Committee meets with the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

**Objective:** The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors including the Cost Auditors, the performance of internal auditors and the Company's risk management policies.

**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 statements are correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement

or removal of Statutory Auditors including Cost Auditors and fixation of audit fees.

- Approval of payment to Statutory Auditors including Cost Auditors for any other services rendered by them.
- 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 Directors' 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; and
  - Qualifications in the draft audit report.
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing with the management, the performance of Statutory Auditors including Cost Auditors and Internal Auditors, adequacy of the 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 including Cost 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, if any, 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.
- Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- Carrying out such other functions as may be specifically referred to the Committee by the Board of Directors.
- 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; and
  - > The appointment, removal and terms of remuneration of Internal Auditors.
- Reviewing the financial statements and in particular the investments made by the unlisted subsidiaries, if any, of the Company.

**Meetings:** Four meetings of the Audit Committee were held during the year.

**Attendance of each Member at the Audit Committee meetings held during the year**

Name of the Committee Member	No. of meetings held	No. of meetings attended
Chandra Raj Mehta	4	4
Sandeep H. Junnarkar	4	4
S. C. Malhotra	4	3

## General

Executives of Accounts Department, Secretarial Department, Management Audit Cell and Representatives of the Statutory and Internal Auditors attended the Audit Committee Meetings. The Cost Auditor appointed by the Company under Section 233B of the Companies Act, 1956 attended the Audit Committee Meeting, where the cost audit report was discussed.

The due date for filing the Cost Audit Report in XBRL mode for the financial year ended 31st March, 2012 was 28th February, 2013 and the Cost Audit Report was filed by the Cost Auditor on 31st January, 2013. The due date for filing the Cost Audit Report for the financial year ended 31st March, 2013 is 30th September, 2013.

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 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 recommend / review the remuneration of the Managing Director(s) / Whole-time Director(s).

**Meetings:** No Meeting of the Remuneration Committee was held 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 periodic basis. The remuneration policy is in consonance with the existing industry practice.

The Whole-time Director is paid remuneration as per the terms 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, 2013 to Shri Dilip V. Dherai (re-appointed as a Whole-time Director designated as Executive Director with effect from 1st July, 2009 for a period of 5 years) was ₹ 21.50 lakh (salary, allowances and leave encashment ₹ 19.43 lakh, perquisites ₹ 0.34 lakh and Retiral Benefits ₹ 1.73 lakh).

The above remuneration excludes provision for gratuity and uncashed leave since these are based on actuarial valuation done on an overall company basis.

Office of the Executive Director may be terminated by the Company or the Executive Director by giving, the other, three months prior notice of termination in writing. There is no separate provision for payment of severance fees.

The Company pays sitting fees to all the Directors other than the Executive Director, at the rate of ₹ 20,000/- for attending each Meeting of the Board and / or Committee thereof. Sitting fees paid for the year ended 31st March, 2013, are as follows:



Shri Mahesh K. Kamdar : ₹ 1,40,000/-, Shri Chandra Raj Mehta : ₹ 2,60,000/-, Shri Sandeep H. Junnarkar : ₹ 2,60,000/-, Shri S. C. Malhotra : ₹ 1,40,000/-.

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 three Independent Non-Executive Directors, namely Shri Chandra Raj Mehta, Chairman, Shri Sandeep H. Junnarkar and Shri Mahesh K. Kamdar.

**Terms of reference:** The Shareholders' / Investors' Grievance 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 dividend, 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 the implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.

**Meetings:** Four Meetings of the Shareholders' / Investors' Grievance Committee (SIGC) were held during the year.

**Attendance of each Member at the SIGC meetings held during the year**

Name of the Committee Member	No. of meetings held	No. of meetings attended
Chandra Raj Mehta	4	4
Mahesh K. Kamdar	4	3
Sandeep H. Junnarkar	4	4

**Compliance Officer:** Shri N. Shanker, Company Secretary and Compliance Officer, is the Compliance Officer for complying with the requirements of Securities Laws and the Listing Agreements with the Stock Exchanges.

**Investor Grievance Redressal**

The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:

Type of Complaints	No. of Complaints
Non-receipt of Annual Reports	4
Non-receipt of Dividend Warrants	17
Non-receipt of Share Certificates	2
<b>Total</b>	<b>23</b>

There were no outstanding complaints as on 31st March, 2013.

**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.

Shri N. Shanker, Company Secretary and Compliance Officer is the Secretary of all Board Committees.

**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 2012-13.

Dilip V. Dherai  
Executive Director

**8. Subsidiary Companies' Monitoring Framework**

The Company did not have subsidiaries during the year. Hence, the provisions relating to "Subsidiary Companies" in Clause 49 of the Listing Agreement for the purposes of compliance are not applicable to the Company.

**9. General Body Meetings**

**(i) Annual General Meetings**

The Annual General Meetings of the Company during the preceding three years were held at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400 020.

The date and time of Annual General Meetings held during the preceding three years and the special resolution(s) passed thereat are as follows:

Year	Date	Time	Special Resolution passed
2011-12	5th July, 2012	11.00 a.m.	Nil
2010-11	30th June, 2011	11.00 a.m.	Nil
2009-10	4th August, 2010	11.30 a.m.	Nil

**(ii) Special Resolution passed through Postal Ballot**

No special resolution was passed through Postal Ballot during the Financial Year 2012-13. None of the businesses proposed to be transacted at the ensuing Annual General Meeting requires passing of special resolution through Postal Ballot.

**10. (a) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the Directors and 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 Note No. 23 of Notes on Financial Statements, forming part of the Annual Report.

The Company's related party transactions are generally with its 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, profitability, legal requirements, liquidity and capital resources of Associates.

All related party transactions are negotiated on arms' length basis and are 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 other 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.

**11. Means of Communication**

**(a) Quarterly Results:** Quarterly Results of the Company are published in 'Financial Express' and 'Navshakti' and are displayed on the Company's corporate website: www.riil.in.

**(b) 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 Directors' Report in the Annual Report. The Annual Report is displayed on the Company's website: www.riil.in.

**(c) Reminder to Investors:** Reminders for unclaimed shares and unpaid dividend are sent to the shareholders as per records every year.

**(d) Corporate Filing and Dissemination System (CFDS):** The CFDS portal jointly owned, managed and maintained by BSE and NSE is a single source to view information filed by listed companies. All disclosures and communications to BSE & NSE are filed electronically through CFDS portal and hard copies of the said disclosures and correspondence are also filed with the Stock Exchanges.

**(e) NSE Electronic Application Processing System (NEAPS):** The NEAPS is a web based application designed by NSE for corporates. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, etc., are filed electronically on NEAPS.

**(f) BSE Corporate Compliance & Listing Centre (the "Listing Centre"):** The Listing Centre of BSE is a web based application designed by BSE for corporates. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, etc., are also filed electronically on the Listing Centre.

**(g) SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

**(h) Website:** The Company's website: www.riil.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 form.

**(i) Designated Exclusive email-id:** The Company has designated the following email-ids exclusively for investor servicing :

(i) For queries on Annual Report: investor\_relations@riil.in

(ii) For queries in respect of shares in physical mode: riilnkm@karvy.com

**12. 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 the Ministry of Corporate Affairs (MCA) is L60300MH1988PLC049019.

**(b) Annual General Meeting (Day, Date, Time and Venue)** Friday, 28th June, 2013 at 11.00 a.m. at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400 020.

**(c) Financial year** 1st April 2013 to 31st March 2014

**(d) Financial Calendar (Tentative)** **Results for Quarter ending:**  
**30th June, 2013**

Third week of July, 2013

**30th September, 2013**

Third week of October, 2013

**31st December, 2013**

Third week of January, 2014

**31st March, 2014**

Third week of April, 2014

**Annual General Meeting**

June, 2014

**(e) Book Closure Period** Wednesday, 22nd May, 2013 to Tuesday, 28th May, 2013 (both days inclusive) for payment of dividend.





- (f) **Dividend Payment Date** Payment / dispatch of dividend warrants on 29th June, 2013.
- (g) **Listing of Equity Shares at**
- (i) BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.  
Scrip Code: 523445
- (ii) National Stock Exchange of India Limited (NSE) “Exchange Plaza”,  
Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.  
Trading Symbol: RIIL  
ISIN: INE046A01015
- (h) **Payment of Listing Fees** Annual Listing Fee for the year 2013-14 (as applicable) has been paid by the Company to BSE and NSE.
- (i) **Payment of Depository Fees** Annual Custody / Issuer fee for the year 2013-14 has been paid by the Company to NSDL and CDSL.
- (j) **Share Price Data**

Month	Bombay Stock Exchange (BSE) (in ₹ per share)		National Stock Exchange (NSE) (in ₹ per share)	
	Month's High Price	Month's Low Price	Month's High Price	Month's Low Price
April 2012	464.10	409.80	464.00	406.40
May 2012	434.40	342.20	434.40	342.10
June 2012	428.00	357.90	427.80	352.15
July 2012	464.45	346.65	464.20	374.60
August 2012	453.50	370.00	453.70	372.10
September 2012	451.70	382.10	463.80	381.60
October 2012	478.20	393.05	478.50	394.30
November 2012	450.70	387.00	450.95	385.15
December 2012	484.50	426.50	484.90	426.10
January 2013	508.90	432.95	509.00	432.05
February 2013	448.50	365.00	448.65	366.40
March 2013	376.70	302.40	376.55	301.10

(k) **Share price performance in comparison to broad based indices - BSE Sensex and NSE Nifty as on 31st March, 2013**

	BSE (% change)		NSE (% change)	
	RIIL	Sensex	RIIL	Nifty
Financial Year 2012-13	-28.10	8.23	-28.13	7.31
2 years	-50.56	-3.13	-50.65	-2.59
3 years	-61.53	7.46	-61.58	8.26
5 years	-66.00	20.40	-65.93	20.02

(l) **Share Transfer Agent**

**Karvy Computershare Private Limited**

Plot No. 17-24, Vittal Rao Nagar,  
Madhapur, Hyderabad - 500 081, India  
Tel. : +91 40 4465 5070 - 5099  
Toll Free No. : 1800 425 8998  
Fax : +91 40 2311 4087  
e-mail : riilnkm@karvy.com  
Website : www.karvy.com

List of Investor Service Centres of Karvy Computershare Private Limited is available on the website of the Company www.riil.in.

(m) **Share Transfer System**

Share transfers are processed and share certificates duly endorsed 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 delegated the authority for approving the transfer, transmission etc. of the Company's shares to the Executive Director / Company Secretary. A summary of transfer / transmission of shares of the Company so approved by the Executive Director / Company Secretary is placed at every Board Meeting / Shareholders' / Investors' Grievance Committee. 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 and files a copy of the said certificate with the Stock Exchanges.

**(n) Distribution of Shareholding as on 31st March, 2013**

Category Code	Category of Shareholder	Number of Shareholders	Total Number of Shares	As a Percentage of (A+B)
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>			
(1)	Indian	1	68 60 064	45.43
(2)	Foreign	0	0	0.00
	<b>Total Shareholding of Promoter and Promoter Group</b>	<b>1</b>	<b>68 60 064</b>	<b>45.43</b>
<b>(B)</b>	<b>Public Shareholding</b>			
(1)	Institutions	20	1 23 193	0.82
(2)	Non-institutions	1 08 759	81 16 743	53.75
	<b>Total Public Shareholding</b>	<b>1 08 779</b>	<b>82 39 936</b>	<b>54.57</b>
	<b>Total (A) + (B)</b>	<b>1 08 780</b>	<b>1 51 00 000</b>	<b>100.00</b>

**(o) Top 10 Shareholders as on 31st March, 2013**

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.	MV SCIF Mauritius	89 568	0.59
4.	Neeraj Batra	49 862	0.33
5.	Angel Broking Limited	39 321	0.26
6.	Jayantilal Premji Shah	36 000	0.24
7.	Karvy Stock Broking Limited	33 733	0.22
8.	Sharekhan Limited	31 026	0.21
9.	Sanjay Gulabchand Bafna	30 650	0.20
10.	Bonanza Portfolio Limited	29 232	0.19

**(p) Shareholding Pattern by Size as on 31st March, 2013**

Sr. No.	Category (Shares)	Electronic			Physical			Total		
		Holder	Shares	% to total Shares	Holder	Shares	% to total Shares	Holder	Shares	% to total Shares
1	01 - 100	93 652	25 10 295	16.62	4 345	4 33 738	2.87	97 997	29 44 033	19.50
2	101 - 500	8 659	19 85 017	13.15	398	1 05 900	0.70	9 057	20 90 917	13.85
3	501 - 1000	993	7 53 078	4.99	27	21 400	0.14	1 020	7 74 478	5.13
4	1001 - 5000	604	11 89 159	7.88	14	22 000	0.15	618	12 11 159	8.02
5	5001 - 10000	49	3 27 810	2.17	1	9 000	0.06	50	3 36 810	2.23
6	10001 - 50000	35	6 32 871	4.19	0	0	0.00	35	6 32 871	4.19
7	50001 - 100000	1	89 568	0.59	0	0	0.00	1	89 568	0.59
8	100001 & Above	2	70 20 164	46.49	0	0	0.00	2	70 20 164	46.49
	<b>Total</b>	<b>1 03 995</b>	<b>1 45 07 962</b>	<b>96.08</b>	<b>4 785</b>	<b>5 92 038</b>	<b>3.92</b>	<b>1 08 780</b>	<b>1 51 00 000</b>	<b>100.00</b>

**(q) Geographical Distribution of Shareholders as on 31st March, 2013**

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	20 852	19.17	93 69 780	62.05	1 330	1.22	1 82 437	1.21	22 182	20.39	95 52 217	63.26
2	DELHI	6 622	6.09	7 91 721	5.24	272	0.25	43 100	0.29	6 894	6.34	8 34 821	5.53
3	AHMEDABAD	6 006	5.52	4 15 192	2.75	360	0.33	38 600	0.26	6 366	5.85	4 53 792	3.01
4	KOLKATA	4 778	4.39	4 03 094	2.67	150	0.14	18 800	0.12	4 928	4.53	4 21 894	2.79
5	PUNE	2 957	2.72	1 98 702	1.32	56	0.05	6 800	0.05	3 013	2.77	2 05 502	1.36
6	BENGALURU	2 666	2.45	1 52 703	1.01	115	0.11	11 901	0.08	2 781	2.56	1 64 604	1.09
7	VADODARA	2 629	2.42	1 57 835	1.05	141	0.13	15 200	0.10	2 770	2.55	1 73 035	1.15
8	CHENNAI	2 215	2.04	1 53 809	1.02	146	0.13	15 400	0.10	2 361	2.17	1 69 209	1.12
9	HYDERABAD	1 722	1.58	1 71 521	1.14	88	0.08	9 400	0.06	1 810	1.66	1 80 921	1.20
10	OTHERS	53 548	49.23	26 93 605	17.84	2 127	1.96	2 50 400	1.66	55 675	51.18	29 44 005	19.50
<b>Total</b>		<b>1 03 995</b>	<b>95.60</b>	<b>1 45 07 962</b>	<b>96.08</b>	<b>4 785</b>	<b>4.40</b>	<b>5 92 038</b>	<b>3.92</b>	<b>1 08 780</b>	<b>100.00</b>	<b>1 51 00 000</b>	<b>100.00</b>

**(r) Corporate Benefits to Investors****Dividend declared for the last 10 years**

Financial Year	Dividend Declaration Date	Dividend Per Share* (₹)
2011-12	5th July, 2012	3.50
2010-11	30th June, 2011	3.50
2009-10	4th August, 2010	3.50
2008-09	1st September, 2009	3.50
2007-08	2nd July, 2008	3.50
2006-07	10th March, 2007	3.50
2005-06	12th July, 2006	3.50
2004-05	16th September, 2005	3.20
2003-04	25th September, 2004	3.20
2002-03	6th September, 2003	3.20

\* Share of paid-up value of ₹ 10/- each.

**Note: Dividend of ₹ 3.50 per Equity Share and Special Dividend of Re. 0.25 per Equity Share, recommended by the Board of Directors on 10th April, 2013, are subject to declaration by the shareholders at the ensuing Annual General Meeting.**

**(s) Dematerialisation of Shares**

Mode of Holding	% of Share Capital
Electronic - NSDL	80.80
Electronic - CDSL	15.28
Physical	3.92
<b>Total</b>	<b>100.00</b>

96.08% of the Company's Paid up Equity Share Capital has been dematerialised upto 31st March, 2013 (95.95% upto 31st March, 2012). Trading in Equity Shares of the Company is permitted only in dematerialised form.

**(t) Liquidity**

The higher trading activity is witnessed on NSE. Relevant data for the average daily turnover for the financial year 2012-13 is given below :

	BSE	NSE	TOTAL
Shares (nos.)	1 43 091	3 20 007	4 63 098
Value (in ₹ crore)	6.18	13.85	20.03

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

**(u) 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.

**(v) Plant Locations**

The Company is mainly engaged in Infrastructure Activity in India. 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.

**(w) 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  
Plot No. 17-24, Vittal Rao Nagar,  
Madhapur, Hyderabad – 500 081, India  
Telephone : +91 40 4465 5070 - 5099  
Toll Free No. : 1800 425 8998  
Fax : +91 40 2311 4087  
e-mail : riilnkm@karvy.com  
Website : www.karvy.com

**For Shares held in Demat form**

Investors' concerned Depository Participant(s) and / or Karvy Computershare Private Limited.

**(ii) Any query on Annual Report**

Shri N. Shanker  
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

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

During the year under review, the Company has credited a sum of ₹ 5.32 lakh, lying in the unpaid / unclaimed dividend account, to the Investor Education and Protection Fund (IEPF) established pursuant to Section 205C of the Companies Act, 1956 read with the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001.

The cumulative amount transferred to IEPF upto 31st March, 2013 was ₹ 62.20 lakh.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 5th July, 2012 (date of last Annual General Meeting) on the website of the Company (www.riil.in), as also on the Ministry of Corporate Affairs website.

**(y) Equity Shares in the Suspense Account**

The Company has no cases as are referred to in Clause 5A(I) of the Listing Agreement.

In terms of Clause 5A(II) of the Listing Agreement, the Company had dematerialized and transferred 1,000 equity shares of the Company issued in physical form to 6 shareholders and remaining unclaimed, to the "Reliance Industrial Infrastructure Limited – Unclaimed Suspense Account". No shareholder has approached the Company for transfer of shares from the suspense account and hence no shares were transferred from the suspense account to the shareholders' accounts, during the year.

The voting rights on the shares outstanding in the Unclaimed Suspense Account as on 31st March, 2013 shall remain frozen till the rightful owner of such shares claims the shares.

**13 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 with 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.

**14 Adoption of Mandatory and Non-Mandatory Requirements of Clause 49**

The Company has complied with all the mandatory requirements and 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 Whole-time Director(s).

**(b) Communication to Shareholders:**

Half yearly Reports covering financial results were sent to members at their registered address.

**(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, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Periodic presentations / briefings 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 promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. 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 is maintained and they shall not be subjected to any discriminatory practices.

**15 CEO and CFO Certification**

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