

## Corporate Governance Report

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the report containing the details of Corporate Governance systems and processes at Reliance Industrial Infrastructure Limited (RIIL) is as follows:

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

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 and fairness in all its transactions.

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.

The Company is committed to achieve and maintain the highest standards of Corporate Governance. 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 is done.

The Company is of the view that good governance goes beyond good working results and financial propriety. The objective of the Company is not only to achieve excellence in Corporate Governance by conforming to prevalent mandatory guidelines on Corporate Governance but also to improve on these aspects on an ongoing basis with a continuous attempt to innovate in adoption of best business practices.

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

- **Appropriate Governance Structure with defined roles and responsibilities**

The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent of the system. The Company's shareholders appoint the Board of Directors, which in turn governs the Company. The Board has established four Committees to discharge its responsibilities in an effective manner. RIIL's Company Secretary acts as the Secretary to all the Committees of the Board.

- **Independent Board with defined role and responsibilities**

The Board of the Company comprises 6 directors, out of which 3 are independent directors. The Board's actions and decisions are aligned with the Company's best interests. The Company has defined guidelines and 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 Board provides and critically evaluates

strategic direction of the Company, management policies and their effectiveness. The agenda for the Board, *inter-alia*, includes a review of annual operating plans, capital allocation and budgets. The Board also reviews related party transactions, possible risks and risk mitigation measures and financial reports from the CFO.

- **Ethics / Governance Policies**

The Company adheres to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. In this direction, the Company has, *inter-alia*, adopted the following codes and policies which act as enablers to carry out its duties in an ethical manner:

1. Code of Business Conduct and Ethics for Directors and Management Personnel
2. Code of Conduct for Prohibition of Insider Trading
3. Health, Safety and Environment Policy
4. Vigil Mechanism and Whistle-Blower Policy
5. Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
6. Corporate Social Responsibility Policy
7. Policy for Selection of Directors and determining Directors' Independence
8. Remuneration Policy for Directors, Key Managerial Personnel and other Employees
9. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
10. Policy for Preservation of Documents
11. Policy on Determination and Disclosure of Materiality of Events and Information and Web Archival Policy
12. Dividend Distribution Policy

- **Audits, internal checks and balances**

D T S & Associates, Chartered Accountants, are proposed as Auditors' of the Company, for a term of 5 (five) consecutive years, subject to ratification of appointment by the members at every Annual General Meeting to be held after the ensuing Annual General Meeting. With respect to Internal Audit, an external firm of Chartered Accountants, acting as independent internal auditor, reviews internal controls and operating systems and procedures. With respect to Legal Compliance, the Company conducts its business with high standards of legal, statutory and regulatory compliances. The Company has instituted a legal compliance process in conformity with the 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, corporate and securities laws and health, safety and environmental regulations.

At the heart of our processes is the extensive use of technology. This ensures robustness and integrity of financial reporting and internal controls, allows optimal use and protection of assets, facilitates accurate and timely compilation of financial statements and management reports and ensures compliance with statutory laws, regulations and company policies.

- **Management initiatives for Internal Controls**

The Company has robust internal control systems, including internal financial controls with reference to financial statements, commensurate with its nature of business. These controls have been documented and digitised in the business processes and are regularly tested for design and operating effectiveness.

- **Best Corporate Governance practices**

It is the Company's constant endeavour to adopt the best Corporate Governance practices which include the following:

- All securities related filings with Stock Exchanges are reviewed every quarter by the Company's Stakeholders Relationship Committee of Directors.
- The Company also undergoes quarterly secretarial audit conducted by an independent company secretary in whole-time practice. The quarterly secretarial audit reports are placed before the Board and the annual secretarial audit report placed before the Board, is included in the Annual Report.
- Activities relating to transfer, transmission, demat, remat etc. of shares of the Company, redressal of investors complaints which are undertaken through Karvy Computershare Private Limited, the Share Transfer Agent, are audited by the R&T Auditors of the Company on a monthly basis and reports of R&T Auditors are placed before the Stakeholders Relationship Committee of Directors on a quarterly basis.

- **Shareholders' communications**

The Board recognises the importance of two-way communication with shareholders and giving a balanced report of results and progress and responding to questions and queries raised in a timely and consistent manner. The Company's website ([www.riil.in](http://www.riil.in)) has information for institutional and retail shareholders alike. Shareholders seeking information related to their shareholding may contact the Company directly or through Company's Share Transfer Agent, details of which are available on the Company's website. The Company ensures that complaints and suggestions of its shareholders are responded to in a timely manner. A comprehensive and informative shareholders' referencer is appended to this Annual Report highlighting various securities related transactions towards knowledge sharing.

- **Role of the Company Secretary in overall governance process**

The Company Secretary plays a key role in ensuring that the Board (including Committees thereof) 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 assist the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters.

## 2. Board of Directors

### Board composition and category of Directors

The Company believes that an active and well informed Board is necessary to ensure the highest standards of Corporate Governance. It is well-recognized that an effective Board is a pre-requisite for strong and effective Corporate Governance. The Company has a Board with an optimum mix of Executive and Non-Executive Directors including one woman Director. More than fifty percent of the Board of Directors are Non-Executive Directors. All Directors are from diverse backgrounds to effectively contribute to the Company's decision making process.

The day-to-day management of the Company is entrusted with the Executive Director and the Senior Management Personnel of the Company who function under the overall supervision, direction and control of the Board of Directors.

The composition of the Board and category of Directors are as follows:

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

No Director is, *inter-se*, related to any other Director on the Board nor is related to the other Key Managerial Personnel of the Company.

The composition of the Board of Directors during the year under review is in conformity with the provisions of the Companies Act, 2013 and the Listing Regulations. All Directors are resident directors.

### Independent Directors

The Board includes Directors with independent standing in their respective fields / profession and who can effectively contribute to the Company's business and policy decisions.

Their appointment as Independent Directors on the Board is considered by the Nomination and Remuneration Committee.

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as provided under law.

None of the Independent Directors of the Company serve as Independent Director in more than seven listed Companies.

The Company had issued formal letters of appointment to the Independent Directors of the Company in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment of the Independent Directors are also available on the website of the Company.

#### **Familiarisation programmes for Independent Directors**

Independent Directors are provided with necessary documents, reports and internal policies to enable them to familiarise 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 strategy and risks involved.

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

The details of such familiarisation programmes for Independent Directors are hosted on the website of the Company and can be accessed at the link: [http://www.riil.in/html/investor\\_relations\\_downloads.html](http://www.riil.in/html/investor_relations_downloads.html)

#### **Meeting of Independent Directors**

The Company's Independent Directors met once during the financial year 2016-17 without the presence of the Executive Director or management personnel. Such meeting is conducted informally to enable Independent Directors to discuss matters, *inter-alia*, pertaining to the Company's affairs and put forth their views to the Chairman.

#### **Performance Evaluation criteria for Independent Directors**

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Directors including Independent Directors. The said criteria, *inter-alia*, provides certain parameters like attendance and preparedness at meetings, contribution at Board and Committee Meetings, understanding of Company's operations and key competency / area of knowledge, application of knowledge and experience in strategy consideration, interpersonal skills, independence and judgment and compliance with the Code of Conduct which are considered by the Committee and/or the Board while evaluating the performance of each Director.

#### **Directors' Profile**

A brief resume of 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 available on the website of the Company: [www.riil.in](http://www.riil.in).

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

#### **(a) Institutionalised decision-making process**

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

The Board has constituted four Board Committees, namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. The Board is authorised to constitute additional functional Committees, from time to time, depending on business needs.

The Company's internal guidelines for Board / Board Committee meetings facilitate decision making process at its meetings 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 annually with a maximum time gap of not more than one hundred and twenty days between two consecutive meetings. Dates for the Board meetings are decided well in advance and communicated to the Directors. Additional Board meetings, as and when deemed necessary, are convened to address the Company's specific needs. In case of business exigencies or urgency of matters, resolutions are passed by circulation for such matters as permitted by law.
- (ii) All departments of the Company are advised to plan their functions well in advance, particularly with regard to matters requiring discussion / approval / decision at Board / Committee meetings. Such matters are communicated by them to the Company Secretary in advance so that they are included in the agenda for Board / Committee meetings.
- (iii) The Board is given presentations / briefed on areas covering operations of the Company, financial performance, business strategy and risk management practices before approving the quarterly / annual financial results of the Company.
- (iv) The Chairman of the Board and the Company Secretary, in consultation with other concerned members of the senior management, finalise the agenda for Board meetings.

**(c) Board material distributed in advance**

The agenda and notes on agenda are circulated to Directors in advance and 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, it is placed 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 minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board / Committee members 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 Board and Committee meetings facilitate an effective post meeting follow-up, review and reporting process for decisions taken by the Board and Committees thereof. Important decisions taken at Board / Committee meetings are communicated promptly to the

concerned departments / divisions. Action-taken report on decisions / minutes of the previous meeting(s) is placed at the succeeding meeting of the Board / Committees for information, noting and further directions / guidance.

**(f) Compliance**

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Companies Act, 2013 read with rules issued thereunder, as applicable and the Secretarial Standards on the Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

**4. Number of Board meetings held with dates**

Four Board meetings were held during the year.

The details of Board meetings are given below:

Date	Board Strength	No. of Directors Present
12th April, 2016	6	6
13th July, 2016	6	6
13th October, 2016	6	5
12th January, 2017	6	5

**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 2016-17		No. of Other Directorship(s) as on 31-03-2017	No. of Membership(s) / Chairmanship(s) of Board Committees in other Companies as on 31-03-2017*
	Board Meetings	Last AGM		
Mahesh K. Kamdar	4	Yes	3	Nil
Chandra Raj Mehta	4	Yes	Nil	Nil
Sandeep H. Junnarkar	3	Yes	6	3
S. C. Malhotra	3	Yes	Nil	Nil
Dilip V. Dherai	4	Yes	Nil	Nil
Smt. Bhama Krishnamurthy	4	Yes	7	5

\* In accordance with Regulation 26 of the Listing Regulations, Membership(s) / Chairmanship(s) of only Audit Committees and Stakeholders Relationship Committees in all public limited companies (excluding Reliance Industrial Infrastructure Limited) have been considered.

The number of other Directorship(s), Committee Membership(s) / Chairmanship(s) of all Directors is within the respective limits prescribed under the Companies Act, 2013 and Listing Regulations.

**6. Board Committees****Procedure at Committee Meetings**

The Company's guidelines relating to Board meetings are applicable to Committee meetings. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its function. Minutes of proceedings of Committee meetings are circulated to the Directors and placed before Board meetings for noting.

**Terms of Reference and other details of Committees:****(a) Audit Committee**

**Composition of the Committee:** The Audit Committee of the Board, comprises three Independent Directors namely Shri Chandra Raj Mehta, Chairman, Shri Sandeep H. Junnarkar and Smt. Bhama Krishnamurthy and one Non-Executive Non-Independent Director, namely Shri S. C. Malhotra.

The Committee's composition and terms of reference are in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. Members of the Audit Committee possess financial / accounting expertise / exposure.

**Terms of Reference of Audit Committee, *inter-alia*, include the following:**

- 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 the appointment, remuneration and terms of appointment of statutory auditors including cost auditors of the Company
- Approving payment to statutory auditors, including cost auditors, for any other services rendered by them
- Reviewing with the management, the annual financial statements and auditors' report thereon 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 clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - 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 financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and
  - Qualifications / modified opinions in draft audit report.
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval
- Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process
- Approval or any subsequent modification of transactions of the Company with related parties
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary
- Evaluation of internal financial controls and risk management systems
- Reviewing with the management, the performance of statutory auditors and internal auditors, adequacy of internal control systems
- Formulating the scope, functioning, periodicity and methodology for conducting the internal audit
- 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 of 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
- Look into the reasons for substantial defaults, if any, in the payment to depositors, debenture-holders, shareholders (in case of non-payment of declared dividends) and creditors
- Review the functioning of the Vigil Mechanism and Whistle Blower Policy
- Approval of appointment of the CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate
- Reviewing mandatorily 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
  - Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor / internal auditor.
- Carrying out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.

**Meeting Details:** Four meetings of the Audit Committee were held during the year on 12th April, 2016, 13th July, 2016, 13th October, 2016 and 12th January, 2017.



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

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

**General**

Chief Financial Officer and Executives of Accounts Department, Company Secretary and Executives of Corporate Secretarial Department and representatives of Statutory and Internal Auditors attend the Audit Committee Meetings.

In terms of the Companies (Cost Records and Audit) Rules, 2014 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Company has maintained cost records in its books of account for the financial year 2016-17 in respect of its services of transportation of petroleum products. However in terms of the said Rules, the requirement of cost audit is not applicable to the Company for the financial year 2016-17.

The Internal Auditor reports directly to the Audit Committee.

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 23rd June, 2016.

**(b) Nomination and Remuneration Committee**

**Composition of the Committee:** The Nomination and Remuneration Committee of the Board, comprises three Independent Directors, namely Shri Chandra Raj Mehta, Chairman, Shri Sandeep H. Junnarkar and Smt. Bhama Krishnamurthy and one Non-Executive Non-Independent Director, namely, Shri Mahesh K. Kamdar.

The Committee's composition and terms of reference are in compliance with the provisions of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

**Terms of Reference of the Committee, *inter-alia*, include the following:**

- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and / or removal
- Carry out evaluation of every Director's performance
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees
- Formulate the criteria for evaluation of Independent Directors and the Board

- Devise a policy on Board diversity
- Recommend / review remuneration of the Whole-time Director(s), based on their performance and defined assessment criteria
- Perform such other functions as may be necessary or appropriate for the performance of its duties
- Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable

**Meeting Details:**

Two meetings of the Nomination and Remuneration Committee were held during the year on 13th July, 2016 and 12th January, 2017.

**Attendance of each Member at the Nomination and Remuneration Committee meetings held during the year:**

Name of the Committee Member	No. of meetings attended
Chandra Raj Mehta	2
Mahesh K. Kamdar	2
Sandeep H. Junnarkar	2
Smt. Bhama Krishnamurthy	2

**Directors' Remuneration****Remuneration policy and details of remuneration**

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is annexed as **Annexure IV** to the Board's Report. Further, the Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual 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 Nomination and Remuneration Committee, the Board of Directors and the Members in General Meeting. Remuneration to the Whole-time Director is annually reviewed by the Nomination and Remuneration Committee in terms of the Remuneration Policy of the Company.

The aggregate remuneration paid for the year ended 31st March, 2017 to Shri Dilip V. Dherai (re-appointed as a Whole-time Director designated as Executive Director for a period of 5 (five) years with effect from 1st July, 2014) was ₹ 86.15 lakh (comprising of salary and allowances ₹ 71.47 lakh, retiral benefits ₹ 2.92 lakh, perquisites ₹ 0.36 lakh and performance linked incentive ₹ 11.40 lakh).

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

The tenure of office of the Executive Director is for 5 (five) years from his date of appointment and can 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.

Sitting fees paid to Non-Executive Directors for the year ended 31st March, 2017, is as follows:

Shri Mahesh K. Kamdar: ₹ 8,25,000/-, Shri Chandra Raj Mehta: ₹12,00,000/-, Shri Sandeep H. Junnarkar: ₹ 9,75,000/-, Shri S. C. Malhotra: ₹ 7,50,000/- and Smt. Bhama Krishnamurthy: ₹ 8,25,000/-.

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

**(c) Stakeholders Relationship Committee**

**Composition of the Committee:** The Stakeholders Relationship Committee (SR Committee) of the Board, comprises two Independent Directors, namely Shri Chandra Raj Mehta, Chairman and Shri Sandeep H. Junnarkar and two Non-Executive Non-Independent Directors, namely Shri Mahesh K. Kamdar and Shri S. C. Malhotra.

The SR Committee is primarily responsible to review all matters connected with the Company's transfer of shares and redressal of shareholders' / investors' complaints.

The SR Committee's composition and the terms of reference are in compliance with the provisions of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

**Terms of Reference of the Committee, *inter-alia*, include the following:**

- Oversee and review all matters connected with the transfer of the Company's shares
- Approve issue of the Company's duplicate share certificates
- Consider, resolve and monitor redressal of investors' / shareholders' grievances related to transfer of shares, non-receipt of Annual Report, non-receipt of declared dividend etc.
- Oversee the performance of the Company's Share Transfer Agent
- Recommend methods to upgrade the standard of services to investors
- Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading
- Perform such other functions as may be necessary or appropriate for the performance of its duties
- Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable

**Meeting Details:** Four meetings of the SR Committee were held during the year on 12th April, 2016, 13th July, 2016, 13th October, 2016 and 12th January, 2017.

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

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

**Prohibition of Insider Trading:** The Company has adopted a Code of Conduct for Prohibition of Insider Trading under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, with a view to regulate trading in the equity shares of the Company by the directors and designated employees.

**Compliance Officer:** Shri Shailesh Dholakia, Company Secretary of the Company, is also designated as the Compliance Officer for complying with requirements of Securities Laws.

**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	Number of Complaints
Non-receipt of Annual Reports	15
Non-receipt of Dividend Warrants	6
Non-receipt of Share Certificates	0
<b>Total</b>	<b>21</b>

There were no complaints outstanding as on 31st March, 2017.

**(d) Corporate Social Responsibility Committee**

**Composition of the Committee:** The Corporate Social Responsibility (CSR) Committee of the Board comprises two Non-Executive Non-Independent Directors, namely, Shri Mahesh K. Kamdar, Chairman and Shri S. C. Malhotra and two Independent Directors, namely Shri Chandra Raj Mehta and Shri Sandeep H. Junnarkar.

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of corporate social responsibility policy.

The Committee's composition and terms of reference are in compliance with the provisions of the Companies Act, 2013.

**Terms of Reference of the Committee, *inter-alia*, include the following:**

- Formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made thereunder
- Recommend the amount of expenditure to be incurred on the CSR activities
- Monitor the implementation of the CSR Policy of the Company from time to time
- Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for the performance of its duties

**Meeting Details:** One meeting of the CSR Committee was held during the year on 13th July, 2016.

**Attendance of each Member at the CSR Committee meeting held during the year:**

Name of the Committee Member	No. of meeting attended
Mahesh K. Kamdar	1
Chandra Raj Mehta	1
Sandeep H. Junnarkar	1
S. C. Malhotra	1

Shri Shailesh Dholakia, 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 Code of Business Conduct and Ethics for Directors and Management Personnel ("the Code"), as adopted by the Board, 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 up on the Company's website and can be accessed at [http://www.riil.in/html/business\\_code.html](http://www.riil.in/html/business_code.html). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

A declaration signed by the Executive Director 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 for the financial year 2016-17.

Mumbai  
14th April, 2017

Dilip V. Dherai  
Executive Director

**8. Subsidiary Companies' Monitoring Framework**

The Company does not have any subsidiary.

**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
2015-16	23rd June, 2016	11.00 a.m.	Nil
2014-15	9th September, 2015	11.00 a.m.	Approval of contracts with a related party
2013-14	2nd July, 2014	11.00 a.m.	i) Re-appointment of Shri Dilip V. Dherai as a Whole-time Director, designated as Executive Director and remuneration payable to him ii) Adoption of new Articles of Association of the Company

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

No postal ballot was conducted during the financial year 2016-17. None of the businesses proposed to be transacted at the ensuing 29th Annual General Meeting require passing a special resolution through postal ballot.

**10. (a) Disclosures on materially significant related party transactions, i.e. the Company's transactions that are of material nature, with its Promoters, Directors and the management, their relatives or subsidiaries, among others that may have potential conflict with the Company's interests at large**

None of the transactions with any of the related parties were in conflict with the Company's interest.



Attention of members is drawn to the disclosure of transactions with related parties set out in Note No. 21 of the standalone financial statement, forming part of the Annual Report.

The Company's material related party transactions are with Reliance Industries Limited, its Promoter. 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, profitability, legal requirements, liquidity and capital resources.

All related party transactions entered during the year under review were on arms-length basis and intended to further the Company's interests.

The Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions is hosted on its website and can be accessed at the link: [http://www.riil.in/pdf/materiality\\_policy.pdf](http://www.riil.in/pdf/materiality_policy.pdf)

**(b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) 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 last three years, and hence, no penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any other statutory authority.

**11. Whistle Blower Policy**

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism and Whistle-Blower Policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics & Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

During the year under review, no protected disclosure concerning any reportable matter in accordance with the Vigil Mechanism and Whistle Blower Policy of the Company was received by the Company.

The details of Vigil Mechanism and Whistle Blower Policy are available on the website of the Company at the link <http://www.riil.in/pdf/whistle-blower-policy-oct2016.pdf>

**12. Means of Communication**

**(a) Quarterly results:** The Company's quarterly / half yearly / annual financial results are sent to the Stock Exchanges and published in 'Financial Express' and 'Navshakti' and are simultaneously displayed on its website ([www.riil.in](http://www.riil.in)).

**(b) Media Releases:** Official media releases are sent to Stock Exchanges and are displayed on the Company's website ([www.riil.in](http://www.riil.in)).

**(c) Website:** The Company's website ([www.riil.in](http://www.riil.in)) contains a separate dedicated section "Investor Relations" where shareholders' information is available.

**(d) Annual Report:** The Annual Report containing, *inter-alia*, Audited Financial Statements, Audited Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Directors' Report in the Annual Report. The Annual Report is displayed on the Company's website ([www.riil.in](http://www.riil.in)).

**(e) Reminder to Investors:** Reminders for unpaid dividend are sent to shareholders as per records every year. Intimation about transfer of equity shares to Investors Education and Protection Fund (IEPF) pursuant to provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, are sent to shareholders as per records.

**(f) NSE Electronic Application Processing System (NEAPS):** NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints among others, are filed electronically on NEAPS.

**(g) BSE Corporate Compliance & Listing Centre (the "Listing Centre"):** BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints among others, are also filed electronically on the Listing Centre.

**(h) SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralised 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 concerned companies and online viewing by investors of actions taken on the complaint and its current status.

**(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](mailto:investor_relations@riil.in)

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

**13. General Shareholder Information**

- (a) **Company Registration Details** The Company is registered in the State of Maharashtra, India. The Corporate Identification 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 July, 2017 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 to 31st March
- (d) **Financial Calendar (tentative)** **Results for the quarter ending:**  
 30th June, 2017 Second week of July, 2017  
 30th September, 2017 Second week of October, 2017  
 31st December, 2017 Second week of January, 2018  
 31st March, 2018 Second week of April, 2018  
 Annual General Meeting June, 2018
- (e) **Dividend Payment Date** Credit / despatch of dividend warrants between 28th July, 2017 and 31st July, 2017.
- (f) **Listing of Equity Shares on Stock Exchanges** (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
- (g) **Payment of Listing Fees** Annual listing fee for the year 2017-18 has been paid by the Company to BSE and NSE.
- (h) **Payment of Depository Fees** The Company will pay Annual Custody / Issuer fee for the year 2017-18 to NSDL and CDSL on receipt of the invoices.
- (i) **Stock Market Price Data**

Month	BSE Limited (BSE) (in ₹ per share)		National Stock Exchange of India Limited (NSE) (in ₹ per share)	
	Month's High Price	Month's Low Price	Month's High Price	Month's Low Price
April – 2016	455.30	412.70	455.00	412.60
May – 2016	432.00	385.00	431.95	386.50
June – 2016	473.00	393.30	474.40	394.00
July – 2016	461.00	425.80	461.40	425.05
August – 2016	460.90	407.00	461.30	407.00
September – 2016	483.00	400.00	483.00	401.85
October – 2016	443.20	410.00	443.40	410.10
November – 2016	423.00	336.60	422.45	336.50
December – 2016	409.95	365.90	409.70	365.60
January – 2017	418.00	384.45	418.00	383.65
February – 2017	465.00	388.70	466.00	388.25
March – 2017	483.45	436.00	484.15	435.60

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

- (j) **Share price performance in comparison to broad based indices - BSE Sensex and NSE Nifty as on 31st March, 2017**

	BSE (% change)		NSE (% change)	
	RIIL	Sensex	RIIL	Nifty
Financial Year 2016-17	5.41	16.88	5.49	18.55
2 years	14.73	5.95	15.25	8.04
3 years	18.57	32.32	18.77	36.84
5 years	5.34	70.19	5.74	73.24

- (k) **Share Transfer Agent**

**Karvy Computershare Private Limited ("Karvy")**  
 Karvy Selenium Tower B, Plot 31-32,  
 Gachibowli, Financial District,  
 Nanakramguda, Hyderabad – 500 032  
 Tel. : +91 40 6716 1700  
 Toll Free No. : 1800 425 8998  
 Fax : +91 40 6716 1680  
 e-mail : riilnkm@karvy.com  
 Website : www.karvy.com

**(l) Share Transfer System**

Share transfers are processed and share certificates duly endorsed are despatched within a period of three working days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission, etc. of the Company's shares to the Company Secretary / Authorised Representatives of Karvy. A summary of transfer / transmission of shares of the Company so approved by the Company Secretary

/ Authorised Representatives of Karvy is placed at quarterly Board Meeting and Stakeholders Relationship Committee Meeting. The Company obtains from a Company Secretary in Practice half-yearly certificate to the effect that all certificates have been issued within thirty days of the date of lodgement of the transfer, sub division, consolidation and renewal as required under Regulation 40(9) of the Listing Regulations and files a copy of the said certificate with Stock Exchanges.

**(m) Distribution of Shareholding as on 31st March, 2017**

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	18	59 499	0.39
(2)	Non-institutions	84 707	81 80 437	54.18
	<b>Total Public Shareholding</b>	<b>84 725</b>	<b>82 39 936</b>	<b>54.57</b>
	<b>Total (A) + (B)</b>	<b>84 726</b>	<b>1 51 00 000</b>	<b>100.00</b>

\* As per disclosure under Regulation 30(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, furnished by the Promoter.

**(n) Shareholding Pattern by Size as on 31st March, 2017**

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	70 561	20 22 782	13.40	4 039	4 02 947	2.66	74 600	24 25 729	16.06
2	101 - 500	7 880	18 52 577	12.27	366	97 500	0.64	8 246	19 50 077	12.91
3	501 - 1000	1 033	7 92 751	5.25	24	18 900	0.13	1 057	8 11 651	5.38
4	1001 - 5000	694	14 31 843	9.48	12	19 000	0.13	706	14 50 843	9.61
5	5001 - 10000	63	4 52 759	3.00	1	9 000	0.06	64	4 61 759	3.06
6	10001 - 50000	50	8 66 421	5.74	0	0	0.00	50	8 66 421	5.74
7	50001 - 100000	0	0	0.00	0	0	0.00	0	0	0.00
8	100001 & Above	3	71 33 520	47.24	0	0	0.00	3	71 33 520	47.24
<b>Total</b>		<b>80 284</b>	<b>1 45 52 653</b>	<b>96.38</b>	<b>4 442</b>	<b>5 47 347</b>	<b>3.62</b>	<b>84 726</b>	<b>1 51 00 000</b>	<b>100.00</b>

**(o) Geographical Distribution of Shareholders as on 31st March, 2017**

Sr. No.	City Name	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	15561	18.37	9373736	62.08	1230	1.45	167837	1.11	16791	19.82	9541573	63.19
2	Delhi	5102	6.02	745285	4.94	238	0.28	35600	0.24	5340	6.30	780885	5.18
3	Ahmedabad	4862	5.74	429496	2.84	325	0.38	35100	0.23	5187	6.12	464596	3.07
4	Kolkata	3643	4.30	410991	2.72	139	0.16	17200	0.11	3782	4.46	428191	2.83
5	Pune	2099	2.48	180985	1.20	55	0.06	6508	0.04	2154	2.54	187493	1.24
6	Bengaluru	2024	2.39	167379	1.11	106	0.13	11001	0.07	2130	2.52	178380	1.18
7	Vadodara	2073	2.45	152249	1.01	132	0.16	14400	0.10	2205	2.61	166649	1.11
8	Chennai	1666	1.97	155825	1.03	133	0.16	14100	0.09	1799	2.13	169925	1.12
9	Hyderabad	1273	1.50	180283	1.19	88	0.10	9400	0.06	1361	1.60	189683	1.25
10	Others	41981	49.54	2756424	18.26	1996	2.36	236201	1.57	43977	51.90	2992625	19.83
<b>TOTAL</b>		<b>80284</b>	<b>94.76</b>	<b>14552653</b>	<b>96.38</b>	<b>4442</b>	<b>5.24</b>	<b>547347</b>	<b>3.62</b>	<b>84726</b>	<b>100.00</b>	<b>15100000</b>	<b>100.00</b>

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

Financial Year	Dividend Declaration Date	Dividend Per Share* (₹)
2015-16	23rd June, 2016	3.50
2014-15	9th September, 2015	3.50
2013-14	2nd July, 2014	3.50
2012-13	28th June, 2013	3.75#
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

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

# Special Dividend of ₹ 0.25 on account of completion of 25 years.

**Note:** Dividend of ₹ 3.50 per Equity Share of ₹10/- each fully paid up recommended by the Board of Directors at their meeting held on 14th April, 2017, is subject to declaration by shareholders at the ensuing 29th Annual General Meeting.

**(q) Dematerialisation of Shares**

Mode of Holding	% of Share Capital
Electronic – NSDL	78.65
Electronic – CDSL	17.73
Physical	3.62
<b>Total</b>	<b>100.00</b>

96.38% of the Company's equity shares have been dematerialised upto 31st March, 2017 (96.33% up to 31st March, 2016). Trading in Equity Shares of the Company is permitted only in dematerialised form.

**(r) Liquidity**

Higher trading activity is witnessed on NSE. Relevant data for the average daily turnover for the financial year 2016-17 is given below:

	BSE	NSE	TOTAL
Shares (nos.)	1,07,001	3,69,618	4,76,619
Value (in ₹ crore)	4.63	16.03	20.66

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

**(s) 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.

**(t) Commodity Price Risk / Foreign Exchange Risk and Hedging Activities**

The nature of business of the Company does not involve Commodity Price risk, Foreign Exchange risk and accordingly does not require hedging activities.

**(u) Plant Locations**

The Company is mainly engaged in providing infrastructure support services viz., of providing services of transportation of petroleum products and raw water through its pipelines, operating construction machinery on hire and other infrastructure support services. 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 Selenium Tower B, Plot 31-32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad – 500 032  
Telephone : +91 40 67161700  
Toll Free No. : 1800 425 8998  
Fax : +91 40 6716 1680  
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 Shailesh Dholakia**

Company Secretary and Compliance Officer  
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 amounts of dividend and equity shares to Investor Education and Protection Fund**

During the year under review, the Company has credited ₹ 10.34 lakh, lying in the unpaid / unclaimed dividend account, to the Investor Education and Protection Fund (IEPF) pursuant to Rule 5(4) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

The cumulative amount transferred to IEPF upto 31st March, 2017 is ₹ 95.88 lakh.

Pursuant to Rule 5(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 23rd June, 2016 (date of last Annual General Meeting) on the Company's website (www.riil.in), and on the website of the Ministry of Corporate Affairs.

The Ministry of Corporate Affairs (MCA) vide notification dated September 5, 2016 had notified Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') which came into effect from September 7, 2016. Pursuant to Section 124(6) of the Companies Act, 2013 read with the IEPF Rules as amended, the Company is required to transfer equity shares in respect of which dividend

has not been paid or claimed by shareholders for seven consecutive years or more in favour of the Investors Education and Protection Fund (IEPF) Authority.

In accordance with the aforesaid provision of the Act read with the IEPF Rules, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2008-09 or before has not been paid or claimed by the members for seven consecutive years or more.

Members are advised to visit the web-link:[http://www.riil.in/html/transfer\\_suspend\\_accountiepf.html](http://www.riil.in/html/transfer_suspend_accountiepf.html) to ascertain details of shares liable for transfer in the name of IEPF Authority.

The Company shall follow the prescribed procedure three months before the due date for transfer of unpaid / unclaimed dividend for the financial year 2009-10 and for subsequent years to IEPF.

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

- (i) In terms of Regulation 39 of the Listing Regulations, the Company reports the following details in respect of equity shares lying in the Unclaimed Suspense Account which were issued in physical form:

Particulars	Physical	
	Number of Shareholders	Number of equity shares
Aggregate Number of shareholders and the outstanding shares in the Unclaimed Suspense Account lying as on 1st April, 2016	6	1000
Number of shareholders who approached the Company for transfer of shares and shares transferred from Unclaimed Suspense Account during the year	-	-
Number of shareholders and aggregate number of shares transferred to the Unclaimed Suspense Account during the year	-	-
Aggregate Number of shareholders and the outstanding shares in the Unclaimed Suspense Account lying as on 31st March, 2017	6	1000

The voting rights on the shares outstanding in the Unclaimed Suspense Account as on 31st March, 2017 shall remain frozen till the rightful owner claims the shares.

- (ii) It may be noted that no shares were issued by the Company in demat form.



**14. Non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Para C to Schedule V of the Listing Regulations**

The Company has complied with all the requirements in this regard, to the extent applicable.

**15. Disclosures of compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations:**

Sr. No.	Particulars	Regulation	Compliance Status Yes / No / N.A.	Compliance observed for the following during the financial year 2016-17
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> <li>• Board Composition</li> <li>• Meeting of Board of Directors</li> <li>• Review of compliance reports</li> <li>• Plans for orderly succession for appointments</li> <li>• Code of Conduct</li> <li>• Fees / compensation</li> <li>• Minimum information to be placed before the Board</li> <li>• Compliance Certificate</li> <li>• Risk Assessment &amp; Management</li> <li>• Performance Evaluation of Independent Directors</li> </ul>
2.	Audit Committee	18	Yes	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Meeting of Audit Committee</li> <li>• Powers of Audit Committee</li> <li>• Terms of Reference of Audit Committee and review of information by the Committee</li> </ul>
3.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Terms of Reference of the Committee</li> </ul>
4.	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Terms of Reference of the Committee</li> </ul>
5.	Risk Management Committee	21	Not Applicable	<ul style="list-style-type: none"> <li>• The Company is not in the list of top 100 listed entities by market capitalisation</li> </ul>
6.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> <li>• Formulation of Vigil Mechanism for Directors and employees</li> <li>• Direct access to Chairperson of Audit Committee</li> </ul>
7.	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> <li>• Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions</li> <li>• Related Party Transactions of the Company are pursuant to contracts duly approved by the Audit Committee, Board of Directors and Shareholders of the Company</li> <li>• Review of transactions pursuant to aforesaid contracts</li> </ul>
8.	Corporate Governance requirements with respect to subsidiary of listed entity	24	Not Applicable	<ul style="list-style-type: none"> <li>• The Company does not have any subsidiary</li> </ul>
9.	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> <li>• Maximum Directorship and Tenure</li> <li>• Meeting of Independent Directors</li> <li>• Familiarisation of Independent Directors</li> </ul>
10.	Obligations with respect to employees including senior management, key managerial persons, directors and promoters	26	Yes	<ul style="list-style-type: none"> <li>• Memberships / Chairmanships in Committees</li> <li>• Affirmation with compliance to Code of Business Conduct and Ethics from Directors and Management Personnel</li> <li>• Disclosure of shareholding by Non-executive Directors</li> <li>• Disclosures by Senior Management about potential conflicts of interest</li> <li>• Disclosures by employees including key managerial personnel and directors and promoter of the Company relating to arrangement with regard to compensation or profit sharing in connection with dealings in the securities of the Company</li> </ul>

Sr. No.	Particulars	Regulation	Compliance Status Yes / No / N.A.	Compliance observed for the following during the financial year 2016-17
11.	Other Corporate Governance requirements	27	Yes	<ul style="list-style-type: none"> <li>Compliance with non-mandatory requirements</li> <li>Filing of quarterly compliance report on Corporate Governance</li> </ul>
12	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> <li>Terms and conditions of appointment of Independent Directors</li> <li>Composition of various Committees of Board of Directors</li> <li>Code of Business Conduct and Ethics for Directors and Management Personnel</li> <li>Details of establishment of Vigil Mechanism/Whistle Blower Policy</li> <li>Policy on dealing with Related Party Transactions</li> <li>Details of familiarization programmes imparted to Independent Directors</li> </ul>

#### 16. Compliance Certificate of the Auditors

Certificate from the Company's Auditors, Messrs Chaturvedi & Shah, confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the Listing Regulations, is annexed to the Directors' Report forming part of the Annual Report.

#### 17. Compliance with Mandatory Requirements and adoption of Non-Mandatory Requirements

The Company has complied with all mandatory requirements of the Listing Regulations. The Company has adopted the following non-mandatory requirements of Regulation 27 read with Part E of Schedule II of the Listing Regulations:

##### (a) Shareholder Rights

Half-yearly reports covering financial results were sent to members at their registered addresses.

##### (b) Modified opinion(s) in audit report

The Company is in the regime of financial statements with unmodified audit opinion.

##### (c) Separate posts of Chairperson and Chief Executive Officer

The Chairman is not the Chief Executive Officer of the Company.

##### (d) Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee.

#### 18. CEO and CFO Certification

The Executive Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations. The Executive Director and Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations. The annual certificate given by the Executive Director and the Chief Financial Officer is given below:

To,

The Board of Directors  
Reliance Industrial Infrastructure Limited

- We have reviewed financial statements and the cash flow statements (standalone and consolidated) of Reliance Industrial Infrastructure Limited for the year ended 31st March, 2017 and that to the best of our knowledge and belief:
  - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across and are not aware of any reportable deficiencies in the design or operation of such internal controls.
- We have indicated to the Auditors and the Audit Committee:
  - that there are no significant changes in internal control over financial reporting during the year;
  - that there are no significant changes in accounting policies during the year; and
  - that there are no instances of significant fraud of which we have become aware.

**Dilip V. Dherai**

Executive Director

Mumbai  
14th April, 2017

**Salil Mishra**

Chief Financial Officer