



27th May, 2019

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No.C/1, G-Block  
Bandra-Kurla Complex, Bandra (East),  
Mumbai - 400 051

**Scrip Code – 523445**

**Trading Symbol - RIIL**

Dear Sirs,

**Sub: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

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In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Secretarial Compliance Report issued by Shashikala Rao & Co., Company Secretaries, for the financial year ended March 31, 2019.

Please take the same on record.

Thanking you,

Yours faithfully,  
For **Reliance Industrial Infrastructure Limited**

A handwritten signature in blue ink, appearing to read "S. Dholakia", is written over a horizontal line.

**Shailesh Dholakia**  
**Company Secretary and Compliance Officer**

Encl.: As above

# Shashikala Rao & Co.

Company Secretaries

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai - 400 072 (INDIA)

Tel : (022) 42951866 Email : skraoco@gmail.com

**Secretarial Compliance Report of Reliance Industrial Infrastructure Limited  
for the financial year ended March 31, 2019**

To,  
The Board of Directors  
Reliance Industrial Infrastructure Limited  
5<sup>th</sup> Floor, NKM International House  
178 Backbay Reclamation, Babubhai Chinai Road  
Behind LIC Yogakshema Building  
Mumbai - 400 020

We, **Shashikala Rao & Co., Company Secretaries** have examined:

- (a) all the documents and records made available to us and explanation provided by **Reliance Industrial Infrastructure Limited ("the listed entity")**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other documents / filings which were relevant and has been relied upon to make this certification,

for the year ended **March 31, 2019 ("the Review Period")** in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not applicable to the Company during the Review Period**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - **Not applicable to the Company during the Review Period**;



**Shashikala Rao & Co.**  
Company Secretaries

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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable to the Company during the Review Period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not applicable to the Company during the Review Period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable to the Company during the Review Period;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not applicable to the Company during the Review Period;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;

and circulars/ guidelines issued thereunder and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) No actions have been taken against the listed entity / its promoter / directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports - *This being the first Review Period, there is nothing reportable under this item.*

Mumbai  
April 15, 2019



For Shashikala Rao & Co.  
Company Secretaries

Shashikala Rao  
Practising Company Secretary  
FCS 3866 CP No 9482