



June 30, 2021

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 - RIIIL

Dear Sirs,

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

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Secretarial Compliance Report issued by M/s. Shashikala Rao & Co., Practising Company Secretaries, for the financial year ended March 31, 2021.

Please take the same on record.

Thanking you,

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

A handwritten signature in blue ink, appearing to read "Shailesh Dholakia", with a horizontal line underneath.

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 -400072
Tel.: (022) 4295 1866 Email: skraoco@gmail.com

Secretarial Compliance Report of Reliance Industrial Infrastructure Limited for the financial year ended March 31, 2021

To,
The Board of Directors
Reliance Industrial Infrastructure Limited
5th 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, 2021 ("the Review Period")** in respect of compliance with the provisions of:

- (a) Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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 listed entity during the Review Period**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable to the listed entity during the Review Period**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not applicable to the listed entity during the Review Period**;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable to the listed entity during the Review Period**;



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- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not applicable to the listed entity during the Review Period;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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) The following are the details of actions taken against the listed entity/ the promoter of the listed entity /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 specified below:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Securities and Exchange Board of India	Regulations 3(a), (b), (c), (d) and Regulations 4(1), 4(2)(d), (e) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 and SEBI Circular no. SMDRP/DC/CIR10/01 dated November 02, 2001	On December 16, 2010, SEBI issued a show cause notice <i>inter alia</i> to Reliance Industries Limited (RIL / Promoter) in connection with the trades by RIL in the stock exchanges in 2007 in the shares of Reliance Petroleum Limited, then a subsidiary of RIL. By an order dated March 24, 2017, the Whole Time Member passed the directions: (i) prohibiting <i>inter alia</i> RIL from dealing in equity derivatives in the 'Futures & Options' segment of stock exchanges, directly or indirectly, for a	No observations/ remarks.



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			<p>period of one year from the date of the order; and (ii) to RIL to disgorge an amount of Rs. 447.27 crore along with interest at the rate of 12% per annum from November 29, 2007 till the date of payment. On November 5, 2020, SAT, by a majority order (2:1), dismissed the appeal filed by RIL and the other noticees. By its order dated December 17, 2020, the Hon'ble Supreme Court of India admitted the appeal by RIL and other noticees and directed RIL to deposit Rs. 250 crore in the Investors' Protection Fund, subject to the final result of the appeal and stayed the recovery of the balance, inclusive of interest, pending the appeal. RIL has complied with the order dated December 17, 2020 of the Hon'ble Supreme Court of India.</p> <p>In the very same matter, on November 21, 2017, SEBI issued show cause notice, <i>inter alia</i>, to RIL, asking to show cause as to why inquiry should not be held in terms of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 and penalty not be imposed under the provisions of the Securities and Exchange Board of India Act, 1992. The Adjudicating Officer of SEBI passed an order on January 1, 2021, <i>inter alia</i>, imposing a penalty of Rs. 25 crore on RIL.</p> <p>RIL has paid the penalty under protest and filed an appeal before SAT against this order.</p>	
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2.	Securities and Exchange Board of India	Regulations 3, 5 and 6 of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 1995 and Section 77(2) and Section 77A of Companies Act, 1956.	RIL had issued debentures with convertible warrants in the year 1994 and allotted equity shares against the warrants in the year 2000. In this matter SEBI had filed a complaint on July 16, 2020, <i>inter alia</i> against RIL before the Special Court, Mumbai, for taking cognizance of alleged offences under Regulations 3, 5 and 6 of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 1995 and section 77(2) and section 77A of Companies Act 1956. The Special Court, Mumbai, vide order dated September 30, 2020, dismissed SEBI's complaint as barred by limitation. Against the said order of the Special Court, SEBI has filed a revision application before the Hon'ble High Court, Bombay and the same is pending.	No observations/ remarks.
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- (d) The listed entity has taken the following actions to comply with the observations made in previous reports – There were no observations made in previous report.

For Shashikala Rao & Co.

Company Secretaries

ICSI Unique Code: P2010MH067400

PR 845/2020



Shashikala Rao

Partner

FCS 3866 CP No 9482

UDIN F003866C000092438

Place: Mumbai
Date: April 14, 2021