

May 30, 2023

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 Shashikala Rao & Co., Practising Company Secretaries, for the financial year ended March 31, 2023.

Please take the same on record.

Thanking you,

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

Amitkumar Mundhe
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, 2023

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, 2023 ("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**").

I. 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 ("**SEBI LODR 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 (Buy-back of Securities) Regulations, 2018 - **Not applicable to the listed entity during the Review Period**;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not applicable to the listed entity during the Review Period**;



Shashikala Rao & Co.

Company Secretaries

- (f) The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 - **Not applicable to the listed entity during the Review Period**;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued thereunder.

All the above listed SEBI Regulations are hereinafter referred to as "**Regulations**" or "**SEBI Regulations**".

- II. We have also examined compliance with clauses 6(A) and 6(B) of SEBI circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 with respect to the modification of the terms of appointment of the statutory auditors.

Based on the above examination and the explanations and confirmations furnished to us by the listed entity, its officers and representatives, we hereby report that, during the Review Period:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks byPCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (Secretarial Standard -1 and Secretarial Standard- 2) issued by the Institute of Company Secretaries of India.	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> All applicable policies under SEBI Regulations are adopted with the approval of Board of directors of the listed entity.	Yes	None
	All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	None
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The Listed entity is maintaining a functional website.Timely dissemination of the documents/ information under a separate section on the website.Web-links provided in annual corporate governance report under Regulation 27(2) of SEBI LODR Regulations, 2015 are accurate and specific which re-directs to the relevant document(s) / section of the website.	Yes Yes Yes	None None None



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Company Secretaries

4.	<u>Disqualification of Directors:</u> None of the Directors of the listed entity were / are disqualified under section 164 of Companies Act, 2013.	Yes	None
5.	<u>Details related to Subsidiaries of the listed entity:</u> (a) Identification of material subsidiary companies; and (b) Requirements with respect to disclosure of material as well as other subsidiaries.	NA	The listed entity did not have any subsidiary
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year 2022-23 as prescribed in SEBI Regulations.	Yes	None
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions.	Yes	None
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	NA	The prior approval of the Audit Committee has been obtained for all related party transactions either by way of omnibus approval or specific approval.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 read with Schedule III to SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None



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Company Secretaries

11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No action(s) has/ have been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	<p>As confirmed by the management no action was taken against the listed entity / its directors / its subsidiaries and its promoters except as mentioned in the adjoining remarks column.</p>	<p>On December 22, 2021, SEBI issued a show cause notice <i>inter alia</i> to Reliance Industries Limited (Promoter of the listed entity) asking it to show cause as to why inquiry should not be held against it in terms of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 read with Section 151 of the SEBI Act, 1992 for alleged violation of Principle No. 4 under Schedule A-Principles for Fair Disclosure of UPSI read with Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 read with Regulation 30(11) of SEBI LODR Regulations, 2015 in the matter of disclosure of the Jio-Facebook deal to the Stock Exchanges in the year 2020. The Adjudicating Officer of SEBI has passed an order on June 20, 2022 imposing a penalty of Rs. 30 lakhs. Appeal has been filed before the Securities Appellate Tribunal ("SAT") against this order. SAT has stayed the operation of the order dated June 20, 2022 and the appeal is pending</p>
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12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for applicable SEBI regulations / circulars / guidance note etc.	Yes	None
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We further 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) There were no observations made in the previous reports and hence there were no actions required to be taken by the listed entity.

For Shashikala Rao & Co.
Company Secretaries
ICSI Unique Code: P2010MH067400
PR 845/2020



Shashikala Rao
Partner

FCS 3866 CP No 9482
UDIN F003866E000154566

Place: Mumbai
Date: April 20, 2023