

August 3, 2019

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

**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (East),  
Mumbai 400 051

**Scrip Code: 523445**

**Trading Symbol: "RIIL"**

Dear Sirs,

**Sub: "Annual General Meeting" of the members of the Company, "Record Date" and Dividend payment/ Warrant despatch date**

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This is to inform that the **Thirty-first Annual General Meeting** of the members of the Company will be held on **Wednesday, 28th August, 2019 at 11:00 a.m.** (I.S.T.) at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, IMC Marg, Churchgate, Mumbai – 400 020 ("**Annual General Meeting**").

The **Annual Report** for the financial year **2018-19**, including the **Notice convening the Annual General Meeting**, is attached.

The Company will provide to its members the facility to cast their vote(s) on all resolutions set out in the Notice by electronic means ("**e-voting**"). The **e-voting communication** giving instructions for e-voting, being sent along with the Annual Report, is also attached.

The Company has fixed **Wednesday, August 21, 2019** as the "**Record Date**" for the purpose of:

- (a) determining the **members eligible to receive dividend for the financial year 2018-19** and
- (b) determining the **members eligible to vote on all resolutions set out in the Notice.**





The dividend, if declared at the Annual General Meeting, shall be paid or warrants thereof shall be despatched **within a week from the conclusion of the Annual General Meeting.**

We request you to kindly bring the above information to the notice of your members.

Thanking you,

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

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

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

Encl.: As above

Copy to:

National Securities Depository Limited  
Trade World, A Wing,  
4th & 5th Floors  
Kamala Mills Compound  
Lower Parel, Mumbai 400 013

Central Depository Services (India) Limited  
Marathon Futurex, A-Wing,  
25th floor, NM Joshi Marg,  
Lower Parel, Mumbai 400013

Karvy Fintech Private Limited  
Karvy Selenium Tower B,  
Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad - 500 032



Reliance

Industrial Infrastructure  
Limited

31<sup>st</sup>



Annual Report

2018-2019

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## Company Information

### Board of Directors

Mahesh K. Kamdar	<i>Non-Executive Chairman</i>
Chandra Raj Mehta	<i>Independent Director</i>
Sandeep H. Junnarkar	<i>Independent Director</i>
S. C. Malhotra	<i>Non-Executive Director</i>
(Upto 31.03.2019)	
A. Siddharth	<i>Non-Executive Director</i>
(w.e.f. 01.04.2019)	
Bhama Krishnamurthy (Smt.)	<i>Independent Director</i>
Dilip V. Dherai	<i>Executive Director</i>

### Audit Committee

Chandra Raj Mehta	<i>Chairman</i>
Sandeep H. Junnarkar	
S. C. Malhotra (upto 31.03.2019)	
A. Siddharth (w.e.f. 01.04.2019)	
Bhama Krishnamurthy (Smt.)	

### Nomination and Remuneration Committee

Chandra Raj Mehta	<i>Chairman</i>
Mahesh K. Kamdar	
Sandeep H. Junnarkar	
Bhama Krishnamurthy (Smt.)	

### Stakeholders Relationship Committee

Chandra Raj Mehta	<i>Chairman</i>
Mahesh K. Kamdar	
Sandeep H. Junnarkar	
S. C. Malhotra (upto 31.03.2019)	
A. Siddharth (w.e.f. 01.04.2019)	

### Corporate Social Responsibility Committee

Mahesh K. Kamdar	<i>Chairman</i>
Chandra Raj Mehta	
Sandeep H. Junnarkar	
S. C. Malhotra (upto 31.03.2019)	
A. Siddharth (w.e.f. 01.04.2019)	

### Company Secretary and Compliance Officer

Shailesh Dholakia

### Chief Financial Officer

Salil Mishra

### Auditors

DT S & Associates

### Solicitors & Advocates

Kanga & Co.

### Bankers

HDFC Bank Limited  
Syndicate Bank

### Registered Office

NKM International House, 5th Floor,  
178 Backbay Reclamation,  
Behind LIC Yogakshema Building,  
Babubhai Chinai Road,  
Mumbai - 400 020, India  
CIN : L60300MH1988PLC049019  
Website : www.riil.in  
E-mail : investor\_relations@riil.in  
Tel. : +91 22 4477 9053  
Fax : +91 22 4477 9052

### Share Transfer Agent

#### Karvy Fintech Private Limited

(formerly Karvy Computershare Private Limited)  
Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial  
District, Nanakramguda,  
Hyderabad - 500 032, India  
Website : www.karvyfintech.com  
E-Mail : riilnkm@karvy.com  
Tel. : +91 40 6716 1700  
Toll Free : 1800 425 8998  
No. (From 9:00 a.m. to 6:00 p.m.)  
Fax : +91 40 6716 1680

**31st Annual General Meeting on Wednesday, 28th August, 2019 at 11:00 a.m.  
at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry,  
IMC Marg, Churchgate, Mumbai – 400 020.**

## NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the members of Reliance Industrial Infrastructure Limited will be held on Wednesday, 28th August, 2019 at 11.00 a.m. at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, IMC Marg, Churchgate, Mumbai – 400 020, to transact the following business:

### Ordinary Business

- To consider and adopt (a) the audited financial statement of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended 31st March, 2019 and the report of the Auditors thereon and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions:**

(a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

(b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended 31st March, 2019 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- To declare a dividend on equity shares of the Company for the financial year ended 31st March, 2019 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** a dividend at the rate of ₹ 3.00 (Three Rupees) per equity share of ₹ 10/- (Ten Rupees) each fully paid-up of the Company, as recommended by the Board of Directors of the Company be and is hereby declared for the financial year ended 31st March, 2019 and the same be paid out of the profits of the Company for the financial year ended 31st March, 2019.”

- To appoint Shri Dilip V. Dherai, who retires by rotation, as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Dilip V. Dherai (DIN: 00011789), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### Special Business

- To appoint Shri A. Siddharth as a Director, liable to retire by rotation and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Shri A. Siddharth (DIN : 00016278), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member of the Company proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

### Shailesh Dholakia

Company Secretary and Compliance Officer  
Mumbai, 29th July, 2019

### Registered Office:

NKM International House, 5th Floor,  
178 Backbay Reclamation, Behind LIC Yogakshema Building,  
Babubhai Chinai Road, Mumbai- 400 020, India  
CIN: L60300MH1988PLC049019  
Website: www.riil.in  
E-mail: investor\_relations@riil.in  
Tel.: +91 22 4477 9053  
Fax: +91 22 4477 9052

## NOTICE

### Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting (the "Meeting") is annexed hereto.

**2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxyholder shall prove his identity at the time of attending the Meeting.**

3. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. The prominent landmark for the venue of the Meeting is Churchgate Railway Station.

4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.

**5. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are sent herewith in the e-voting communication. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**

6. In terms of the provisions of Section 152 of the Act, Shri Dilip V. Dherai, Director, retires by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.

Shri Dilip V. Dherai is interested in the Ordinary Business set out at Item No. 3 of the Notice with regard to his re-appointment. The relatives of Dilip V. Dherai, may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of the Notice.

7. Details of Directors retiring by rotation / seeking appointment/ re-appointment at the ensuing Meeting are provided in the "Annexure" to the Notice.

8. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy (ies) of their Annual Report.

9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

10. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.

11. The dividend on equity shares, if declared at the Meeting, will be credited/warrants thereof will be despatched within a week from the conclusion of the Meeting to those members whose names appear on the Company's Register of Members on the Record Date fixed for the purpose; in respect of the shares held in dematerialized mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that Date.

12. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 11th July, 2018 (date of previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: [http://www.riil.in/unclaimed\\_transfersiepf.html](http://www.riil.in/unclaimed_transfersiepf.html)

The said details have also been uploaded on the website of IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in)

**13. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during the financial year 2018-19, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. 5th September, 2018. Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: [http://www.riil.in/transfer\\_suspense\\_accountiepf.html](http://www.riil.in/transfer_suspense_accountiepf.html) The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in)**

**Members may note that, shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.**

**The concerned members/investors are advised to read Company's Shareholders' Referencer at [http://www.riil.in/investor\\_services.html](http://www.riil.in/investor_services.html) or visit the weblink of the IEPF Authority <http://iepf.gov.in/IEPF/refund.html> or contact Company's Share Transfer Agent, i.e., Karvy Fintech Private Limited ("Karvy"), for detailed procedure to lodge the claim with the IEPF Authority.**

**14. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 1st April, 2019. Accordingly, the Company/Karvy has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.**

**15. Due dates for transfer to IEPF, of the unclaimed/unpaid dividends for the financial year 2011-12 and thereafter, are as under:**

<b>Financial year ended</b>	<b>Declaration Date</b>	<b>Due Date</b>
March 31, 2012	July 5, 2012	August 11, 2019
March 31, 2013	June 28, 2013	August 4, 2020
March 31, 2014	July 02, 2014	August 08, 2021
March 31, 2015	September 09, 2015	October 16, 2022
March 31, 2016	June 23, 2016	July 30, 2023
March 31, 2017	July 28, 2017	September 3, 2024
March 31, 2018	July 11, 2018	August 17, 2025

**16. Members holding shares in physical mode are:**

- (a) required to submit their Permanent Account Number (PAN) and bank account details to the Company / Karvy, if not registered with the Company, as mandated by the SEBI.
- (b) advised to register nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company's website and can be accessed at the link: [http://www.riil.in/investor\\_services\\_change\\_nomination.html](http://www.riil.in/investor_services_change_nomination.html)
- (c) **requested to register / update their e-mail address with the Company / Karvy for receiving all communications from the Company electronically.**

**17. Members holding shares in electronic mode are:**

- (a) requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
- (b) advised to contact their respective DPs for registering nomination.
- (c) **requested to register/update their e-mail address with their respective DPs for receiving all communications from the Company electronically.**

**18. Members may please note that the Company has not issued any new share certificate consequent to change in name of the Company from Chembur Patalganga Pipelines Limited to CPPL Limited (with effect from 11th September, 1992) and thereafter to Reliance Industrial Infrastructure Limited (with effect from 16th March, 1994) but has sent change of name stickers to be affixed on the share certificates. Members holding shares in physical mode who have not received these stickers may please write to Karvy, for receiving the stickers from them.**

**19. Non-Resident Indian members** are requested to inform Karvy/ respective DPs, immediately of:

- (a) Change in their residential status on return to India for permanent settlement.
- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

**20. Shareholders' Referencer giving guidance on shares related matters is uploaded on the Company's website and can be accessed at the link: [http://www.riil.in/investor\\_services.html](http://www.riil.in/investor_services.html)**



**NOTICE****STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")**

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

**ITEM NO. 4**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ("the Board") of the Company, appointed pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, Shri A. Siddharth (DIN: 00016278) as an Additional Director (Non-executive) of the Company with effect from 1st April, 2019.

As per the provisions of Section 161(1) of the Act, Shri A. Siddharth shall hold office of Director up to the date of ensuing Annual General Meeting of the Company.

Shri A. Siddharth is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act and has given his consent to act as a Director, if appointed.

Details of Shri A. Siddharth is provided in the "Annexure" to the Notice pursuant to the provisions of (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Shri A. Siddharth is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. Relatives of Shri A. Siddharth may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This Statement may also be regarded as an appropriate disclosure under the Act and Listing Regulations.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

By Order of the Board of Directors

**Shailesh Dholakia**

Company Secretary and Compliance Officer  
Mumbai, 29th July, 2019

**Registered Office:**

NKM International House, 5th Floor,  
178 Backbay Reclamation,  
Behind LIC Yogakshema Building,  
Babubhai Chinai Road, Mumbai- 400 020, India  
CIN: L60300MH1988PLC049019  
Website: www.riil.in  
E-mail: investor\_relations@riil.in  
Tel.: +91 22 4477 9053  
Fax: +91 22 4477 9052

**ANNEXURE TO THE NOTICE DATED 29TH JULY, 2019**

**DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE MEETING**

Particulars	Shri Dilip V. Dherai	Shri A. Siddharth
Age	63 years	66 years
Qualifications	Chemical Engineer from the Institute of Chemical Technology, Mumbai (formerly UDCT).	Commerce and Law graduate from the Mumbai University and a fellow member of the Institute of Chartered Accountant of India.
Experience (including expertise in specific functional area) / Brief Resume	Shri Dilip V. Dherai has vast experience / expertise in activities related to implementation and commissioning of large projects in the fields of Hydrocarbon, Telecom etc. Please refer Company's website: www.riil.in for detailed profile.	Shri A. Siddharth was associated with Deloitte, Haskins & Sells for over 4 decades and served as Partner for 33 years. He has vast and varied experience in the field of Audit of domestic as well as multinational companies in sectors such as Manufacturing, Hospitality, Technology and Non-Banking Financial Services. Please refer Company's website: www.riil.in for detailed profile.
Terms and Conditions of appointment/ re- appointment	As per the resolution at Item No. 3 of the Notice convening this Meeting Shri Dilip V. Dherai is proposed to be re-appointed as Director of the Company liable to retire by rotation.	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto, Shri A. Siddharth is proposed to be appointed as a Director of the Company liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	₹ 106.23 lakh (for remuneration details, please refer the Corporate Governance Report)	N.A.
Remuneration proposed to be paid	As per the resolution at Item No. 6 passed by the shareholders at the Annual General Meeting held on July 11, 2018 read with explanatory statement thereto.	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto.
Date of first appointment on the Board	1st July, 1994	1st April, 2019
Shareholding in the Company as on 31st March, 2019	900 equity shares	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.
Number of meetings of the Board attended during the financial year (2018-19)	4	N.A.
Directorship(s) of other Boards as on 31st March, 2019	Nil	Nil
Membership(s) / Chairmanship(s) of Committees of other Boards as on 31st March, 2019	Nil	Nil

By Order of the Board of Directors

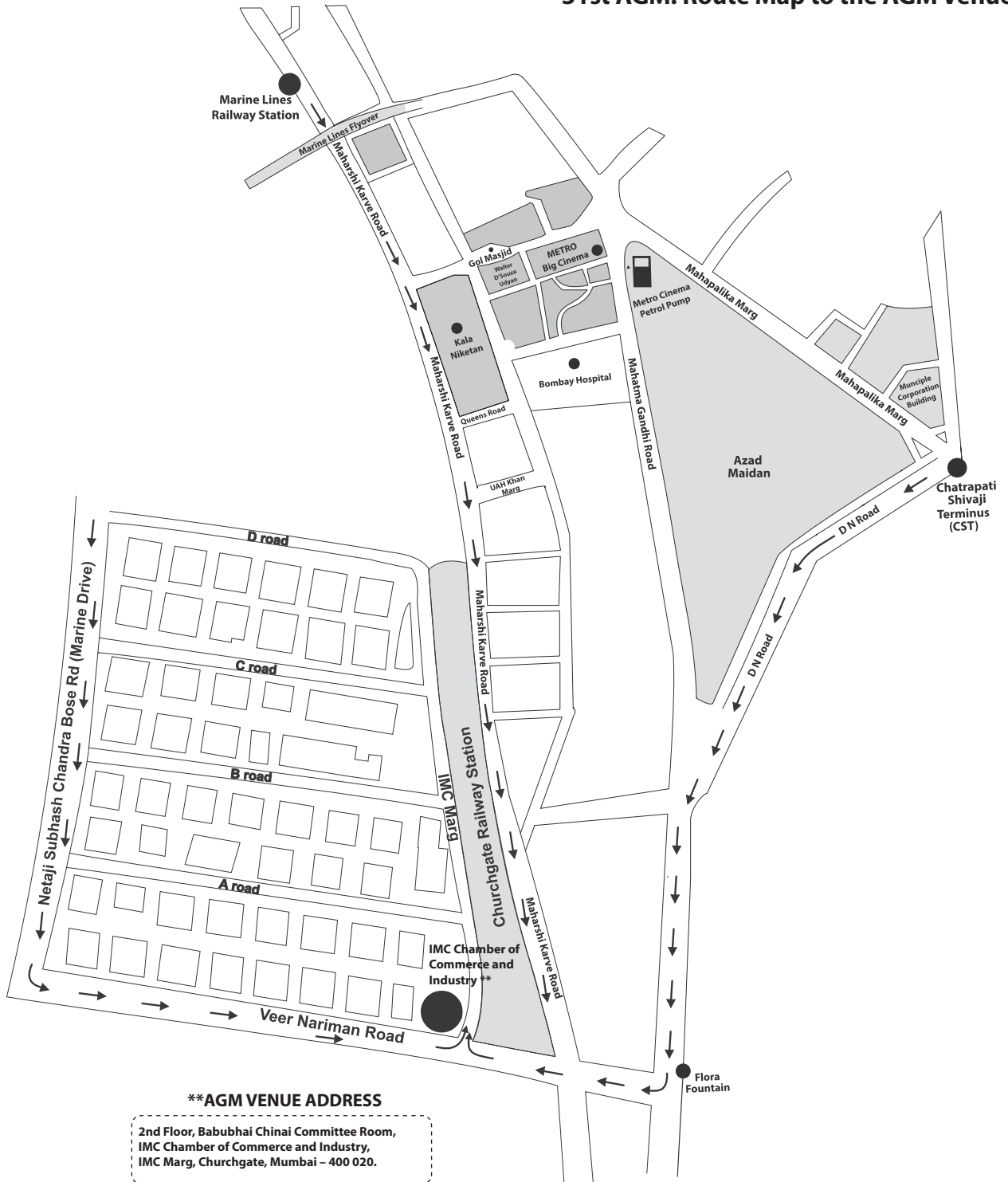
**Shailesh Dholakia**

Company Secretary and Compliance Officer  
Mumbai, 29th July, 2019

**Registered Office:**

NKM International House, 5th Floor,  
178 Backbay Reclamation, Behind LIC Yogakshema Building,  
Babubhai Chinai Road, Mumbai- 400 020, India  
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Website: www.riil.in  
E-mail: investor\_relations@riil.in  
Tel.: +91 22 4477 9053  
Fax: +91 22 4477 9052

### 31st AGM: Route Map to the AGM Venue



## Corporate Governance Report

**This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and the report contains the details of Corporate Governance systems and processes at Reliance Industrial Infrastructure Limited (RIIL or the Company):**

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

At RIIL, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success. We remain committed to maximising stakeholders' value, be it shareholders, employees, suppliers, customers, investors communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses. We believe that any business conduct can be ethical only when it rests on the six core values viz. Customer Value, Ownership Mindset, Respect, Integrity, One Team and Excellence.

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 the Listing Regulations but has also undertaken several initiatives towards maintaining the highest standards of Governance and these include:

#### i. 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. The functions of the Executive Director are under the overall supervision and authority of the Board of Directors of the Company. The Chairman of the Board guides the Board for effective governance structure in the Company. The Chairman takes a lead role in managing the Board and facilitating effective communication amongst Directors. The Chairman actively works with the Nomination and Remuneration Committee to plan the Board and

committees' composition, induction of directors to the Board, plan for directors' succession and provide constructive feedback and advice on performance evaluation to directors. The Company Secretary assists the Chairman in management of the Board's administrative activities such as meetings, schedules, agendas, communication and documentation. The Company Secretary acts as the Secretary to all the Committees of the Board.

#### ii. 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 Committees which seek to systematize the decision-making process at the meetings of the Board and Board Committees in an informed and efficient manner. The Board critically evaluates the 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, compliance of laws, rules, regulations, Corporate Social Responsibility activities. The Board also reviews related party transactions, possible risks and risk mitigation measures and financial reports from the Chief Financial Officer.

#### iii. Ethics / Governance Policies

The Company strives to conduct business and strengthen relationship in manner that is dignified, distinctive and responsible.

The Company adheres to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. In this direction, the Company has adopted various codes and policies to carry out its duties in an ethical manner. Some of the Codes and policies are:

1. Code of Business Conduct and Ethics for Directors and Management Personnel
2. Code of Conduct and Ethics – Values and Behaviors
3. Code of Conduct for Prohibition of Insider Trading
4. Health, Safety and Environment Policy
5. Vigil Mechanism and Whistle-Blower Policy
6. Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
7. Corporate Social Responsibility Policy
8. Policy for Selection of Directors and determining Directors' Independence

## Corporate Governance Report

9. Remuneration Policy for Directors, Key Managerial Personnel and other Employees
10. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
11. Policy for Preservation of Documents
12. Policy on Determination and Disclosure of Materiality of Events and Information and Web Archival Policy
13. Dividend Distribution Policy
14. Risk Management Policy

#### iv. Audits, internal checks and balances

Messrs D T S & Associates, Chartered Accountants, are Statutory Auditors of the Company. The Company has an Internal Audit Cell besides external firms acting as independent internal auditors, as and when required, that reviews internal controls and operating systems and procedures. With respect to Legal Compliances, the Company conducts its business with high standards of legal, statutory and regulatory compliances. The Company has implemented a legal compliance programme in conformity with the best international standards, supported by a robust online system that covers all business activities of the Company. The purview of this system includes various statutes such as industrial and labour laws, taxation laws, corporate and securities laws, health, safety and environmental laws and specific laws applicable to the Company's business operations.

#### v. 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 which meets the following objectives:

- providing assurance regarding the effectiveness and efficiency of operations;
- efficient use and safeguarding of resources;
- compliance with policies, procedures and applicable laws and regulations; and
- transactions being accurately recorded and promptly reported.

Periodical internal audits are being conducted of all its functions and activities to ensure that systems and processes are followed across all areas. The Audit Committee of the Directors of the Company regularly reviews the adequacy of internal control systems through such audits. The Company also has a budgetary control system to monitor expenditure against approved budgets on an ongoing basis.

#### vi. 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 secretarial compliance certification from an independent company secretary who is in whole-time practice.
- The Company has appointed an independent firm of Chartered Accountant to conduct concurrent audit of share transfer and other incidental functions carried by Share Transfer Agent.

#### vii. Shareholders' communications

The Board recognises the importance of two-way communication with shareholders, giving a balanced report of results and progress and responding to questions and issues raised. 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 of its shareholders/investors are responded to promptly. A comprehensive and informative shareholders' reference is put up on the Company's website and can be accessed at: [http://www.riil.in/investor\\_services.html](http://www.riil.in/investor_services.html)

#### viii. 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 as well as in day-to-day administration of Company's affairs. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements to provide guidance to directors and to facilitate convening of meetings. The Company Secretary interfaces between the management and regulatory authorities for governance matters.

#### 2. Board of Directors

##### i. 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. Half of the Board of Directors are Independent 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	Director Identification Number (DIN)	No of Equity Shares held as on 31st March, 2019
Non-Executive	Mahesh K. Kamdar, Chairman	00013915	463
Non-Independent Directors	S. C. Malhotra (up to 31.03.2019)	00013967	Nil
	A. Siddharth (w.e.f. 01.04.2019)	00016278	Nil
Executive Director	Dilip V. Dherai	00011789	900
Independent Directors	Chandra Raj Mehta	00002011	Nil
	Sandeep H. Junnarkar	00003534	Nil
	Bhama Krishnamurthy Women Director	02196839	Nil

No Director is, *inter-se*, related to any other Director on the Board nor is related to the 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.

## ii. Familiarisation programmes for Independent Directors

The Board members are provided with necessary documents, brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices.

Periodic presentations are made at the Board and Board Committee meetings on business and performance updates of the Company, business strategy and risks involved.

Quarterly updates on relevant statutory, regulatory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors. Visits to the Company's sites are organized for the Directors to enable them to have a better understanding of the activities of the Company.

The details of familiarisation programmes imparted to Independent Directors are put up on the Company's website and can be accessed at: <http://www.riil.in/pdf/FamiliarisationProgIndependentDirectors-during-FY-2018-19.pdf>.

## iii. Directors' Profile

A brief resume of the Directors, nature of their expertise in specific functional areas and names of companies in which they hold Directorship(s), Membership(s)/ Chairmanship(s) of Board Committee(s) and their shareholding in the Company are put up on the Company's website and can be accessed at: <http://www.riil.in/pdf/riil-profile-of-directors.pdf>

## iv. Core Skills/ expertise /competencies available with the board:

The Board comprises qualified members who possess required skills, expertise and competence that allow them to make effective contributions to the Board and its Committees.

The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

- Leadership/ Operational experience
- Strategic Planning
- Industry Experience
- Financial, Regulatory/Legal & Risk Management
- Corporate Governance

## v. Confirmation of Independence by the Board:

In the opinion of the Board, the independent Directors of the Company have fulfilled the conditions specified in the Listing Regulations and they are independent of management during the year under review.

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

### i. 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 functional Committees, from time to time, depending on business needs and as may be required by law.

The Company's internal guidelines for Board / Committee meetings facilitate decision making process at its meetings in an informed and efficient manner.

## Corporate Governance Report

### ii. Scheduling and selection of agenda items for Board and Committee meetings

- (i) Minimum four pre-scheduled Board meetings are held annually. Dates for the Board meetings are decided well in advance and communicated to the Directors. Additional Board meetings, are convened to address the Company's specific needs. In case of business exigencies or urgency, resolutions are passed by circulation.
- (ii) The Board is given presentations / briefed on areas covering the operations of the Company, financial performance, business strategy and risk management practices, internal audit observations of material nature in addition to the financial results of the Company.
- (iii) The Company's various business heads / service heads are advised to schedule their work plans 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.
- (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/Committee meetings.

The agenda and notes on agenda are circulated to Directors in advance. 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 either circulated as supplementary notes at least 2-3 days prior to the meeting and / or 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.

### iii. Recording minutes of proceedings at Board and Committee meetings

The Company Secretary records the minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board / Committee members for their comments as prescribed under Secretarial Standard 1 on Meeting of Board of Directors. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

### iv. Post meeting follow-up mechanism

The guidelines for Board / 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 circulated as part of agenda of the succeeding meeting(s) of the Board / Committees for information, noting and further directions / guidance.

### v. 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 framed thereunder, Listing Regulations and the Secretarial Standards issued by the Institute of Company Secretaries of India.

## 4. Number of Board meetings

Four Board meetings were held during the year.

The details of Board meetings held are given below:

Date	Board Strength	No. of Directors Present
12th April, 2018	6	5
11th July, 2018	6	6
15th October, 2018	6	6
11th January, 2019	6	6

**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, the names of listed entities where the person is a Director and the category of Directorship:**

Name of the Director	Attendance at meetings during 2018-19		No. of Other Directorship(s) as on 31-03-2019	Name of other Listed Entity as on 31st March, 2019 and Category of Directorship	No. of Membership(s) / Chairmanship(s) of Committees in other Companies as on 31-03-2019**
	Board Meetings	Last AGM (held on 11th July, 2018)			
Mahesh K. Kamdar	4	Yes	3	Nil	Nil
Chandra Raj Mehta	4	Yes	Nil	Nil	Nil
Sandeep H. Junnarkar	4	Yes	3	Balkrishna Industries Limited and Jai Corp Limited, Independent Director	2
S. C. Malhotra*	3	Yes	Nil	Nil	Nil
Dilip V. Dherai	4	Yes	Nil	Nil	Nil
Bhama Krishnamurthy	4	Yes	9	Paisalo Digital Limited, Independent Director	8

\*Resigned with effect from 31-03-2019

\*\*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.

Video/tele-conferencing facility was offered to facilitate Directors to participate in the meetings.

The number of Directorship(s), Committee Membership(s) / Chairmanship(s) of all Directors are 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 respective Committee members 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 (upto 31st March, 2019). Shri A. Siddharth, Non- Executive Non-Independent Director, has been appointed as a Member of the Audit Committee of the Board, effective 1st April, 2019.

The Committee's composition and terms of reference are in compliance with the provisions of the Companies Act, 2013 and Listing Regulations. Members of the Audit Committee possess requisite qualifications and expertise.

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

1. 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.
2. Recommendation for appointment, remuneration and terms of appointment of auditors, including cost auditors, of the company.
3. Approval of payment to statutory auditors, including cost auditors, for any other services rendered by them.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for its approval, with particular reference to:
  - i. matters required to be included in the Director's 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;



## Corporate Governance Report

- ii. changes, if any, in accounting policies and practices and reasons for the same;
  - iii. major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. significant adjustments made in the financial statements arising out of audit findings;
  - v. compliance with listing and other legal requirements relating to financial statements;
  - vi. disclosure of any related party transactions;
  - vii. modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
  6. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
  7. Approval or any subsequent modification of transactions with related parties of the Company.
  8. Scrutiny of inter-corporate loans and investments.
  9. Valuation of undertakings or assets of the Company, wherever it is necessary.
  10. Evaluation of internal financial controls and risk management systems.
  - 11a. Reviewing, with the management, performance of statutory and internal auditors.
  - 11b. Reviewing with the management adequacy of the internal control systems.
  12. Discussion with internal auditors of any significant findings and follow up thereon.
  13. 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.
  14. 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.
  15. Look into the reasons for substantial defaults, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors.
  16. Review the functioning of the Whistle Blower mechanism / oversee the vigil mechanism.
  17. Mandatorily review the following:
    - i. Management Discussion and Analysis of financial condition and results of operations
    - ii. statement of significant related party transactions (as defined by the Audit Committee), submitted by management
    - iii. Management letters / letters of internal control weaknesses issued by the statutory auditors
    - iv. Internal audit reports relating to internal control weaknesses
    - v. the appointment, removal and terms of remuneration of the chief internal auditor
    - vi. Statement of deviations:
      - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchanges(s) in terms of Regulation 32(1) of SEBI Listing Regulations.
      - (b) annual statement of funds utilized for purpose other than those stated in the offer document/prospectus in terms of Regulation 32(7) of SEBI Listing Regulations.
  18. Note report of compliance officer as per SEBI (Prohibition of Insider Trading) Regulation, 2015.
  19. Formulating the scope, functioning, periodicity of and methodology for conducting the internal audit.
  20. Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modifications as may be applicable.

The detailed terms of reference of the committee are put up on the website of the Company and can be accessed at <http://www.riil.in/pdf/trm-of-ref-of-audit-committee.pdf>.

**Meeting Details:** Four meetings of the Audit Committee were held during the year on 12th April, 2018, 11th July, 2018, 15th October, 2018 and 11th January, 2019.

### 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	4
S. C. Malhotra	3
Bhama Krishnamurthy	4

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 11th July, 2018.

### (b) Nomination and Remuneration Committee

**Composition of the Nomination and Remuneration 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 the Listing Regulations.

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

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other Employees.
2. Formulation of the criteria for evaluation of performance of Independent Directors and the Board of the directors.
3. Devising a policy on Board Diversity.
4. Identifying 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.
5. Consider extension or continuation of the term of appointment of the Independent Directors on the basis of the report of performance evaluation of Independent Directors.
6. Specifying the manner for effective evaluation of performance of Board, its Committees and Individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
7. Recommend/review remuneration of the Managing Director(s), Whole-time Director(s) based on their performance and defined assessment criteria.
8. Review information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
9. Recommend to the board, all remuneration, in whatever form, payable to senior management.
10. Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modifications as may be applicable.

The detailed terms of reference of the committee are put up on the website of the Company and can be accessed at the link: <http://www.riil.in/pdf/trm-of-ref-of-nomination-and-remuneration.pdf>

**Meeting Details:** Three meetings of the Nomination and Remuneration Committee were held during the year on 12th April, 2018, 11th July, 2018 and 29th March, 2019.

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

Name of the Committee Member	No. of meetings Attended
Chandra Raj Mehta	3
Sandeep H. Junnarkar	3
Mahesh K. Kamdar	3
Bhama Krishnamurthy	3

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting held on July 11, 2018.

**Performance Evaluation criteria for Directors**

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors. In accordance with provisions of Section 178 of the Companies Act, 2013 and the said Policy, 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' Remuneration**

**Remuneration policy and details of remuneration**

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees are put up on the website of the Company and can be accessed at <http://www.riil.in/pdf/remuneration-policy-for-directors-key-managerial-other-empl.pdf>.

The Company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with the existing industry practice.

Shri Dilip V. Dherai, 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 of the Company in General Meetings. 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 to Shri Dilip V. Dherai for the year ended 31st March, 2019 was ₹ 106.23 lakh (comprising of salary and allowances ₹ 102.22 lakh\*, perquisites ₹ 0.39 lakh and retiral benefits ₹ 3.62 lakh).

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\*includes performance linked incentives for the financial year 2017-18 paid in the financial year 2018-19.

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 Whole Time Director is for 5 (five) years from his date of appointment and can be terminated by the Company or the Whole Time Director by giving, the other, three months prior notice of termination in writing. There is no separate provision for payment of severance fees.

Shri Dilip V. Dherai, Whole Time Director of the Company, has been re-appointed as Whole Time Director of the Company, designated as Executive Director of the Company, for a further period of five years, effective July 1, 2019, by the members of the Company at the 30th Annual General Meeting held on July 11, 2018.

Sitting fees paid to Non-Executive Directors for the year ended 31st March, 2019, is as follows:

Shri Mahesh K. Kamdar: ₹ 9,75,000/-, Shri Chandra Raj Mehta: ₹ 13,50,000/-, Shri Sandeep H. Junnarkar: ₹ 13,50,000/-, Shri S. C. Malhotra: ₹ 7,50,000/- and Smt. Bhama Krishnamurthy: ₹ 9,00,000/-.

During the year, there were no other pecuniary relationships or transactions of the Non-Executive Directors with the Company.

### (c) Stakeholders Relationship Committee

**Composition of the Stakeholders Relationship 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 (up to 31st March, 2019). Shri A. Siddharth, Non- Executive Non-Independent Director, has been appointed as a Member of the SR Committee of the Board, effective 1st April, 2019.

The SR Committee is primarily responsible to review all matters connected with the Company's transfer of shares and specifically look into various aspects of interest of shareholders of the Company.

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

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

1. Overseeing and reviewing all matters connected with transfer of Company's securities.

2. Approving issue of duplicate shares / debentures certificates.
3. Overseeing the performance of the Company's Share Transfer Agent.
4. Monitoring implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading.
5. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
6. Reviewing measures taken for effective exercise of voting rights by shareholders.
7. Reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the Share Transfer Agent and recommend methods to upgrade the service standards adopted by the Company.
8. Reviewing various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the security holders of the company.
9. Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modifications as may be applicable.

The detailed terms of reference of the committee are put up on the website of the Company and can be accessed at the link: <http://www.riil.in/pdf/trm-of-ref-of-stakehdr-relationship-committee.pdf>.

**Meeting Details:** Four meetings of SR Committee were held during the year on 12th April, 2018, 11th July, 2018, 15th October, 2018 and 11th January, 2019.

**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	4
S. C. Malhotra	3

The Chairman of the Stakeholders Relationship Committee was present at the last Annual General Meeting held on July 11, 2018.

**Compliance Officer**

Shri Shailesh Dholakia, Company Secretary of the Company, is the Compliance Officer for complying with requirements of Securities Laws.

**Prohibition of Insider Trading**

With a view to regulate trading in securities by the directors and designated persons, the Company has adopted a Code of Conduct for Prohibition of Insider Trading.

**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 Complaint	Number of Complaints received and resolved
Non-receipt of Dividend Warrants	1
Non-receipt of Share Certificates	4
Non – receipt of Stickers (Change of Name of the Company)	1
<b>Total</b>	<b>6</b>

There were no complaints outstanding as on 31st March, 2019.

**7. Code of Conduct**

The Company has in place the Code of Business Conduct and Ethics for Directors and Management Personnel and Code of Conduct and Ethics – Values and Behaviours (the Codes) applicable to the Directors and employees. The Codes give guidance and support needed for ethical conduct of business and compliance of law. The Codes reflect the core values of the Company viz. Customer Value, Ownership Mindset, Respect, Integrity, One Team and Excellence.

The Code of Business Conduct and Ethics for Directors and Management Personnel and Code of Conduct and Ethics – Values and Behaviours has been put up on the Company's website and can be accessed at: [http://www.ruil.in/pdf/RIIL\\_CodeBusiness\\_Conduct.pdf](http://www.ruil.in/pdf/RIIL_CodeBusiness_Conduct.pdf) and <http://www.ruil.in/pdf/code-of-conduct-and-ethics-of-employee.pdf>

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 published in this Report.

**8. General Body Meetings****(i) Annual General Meetings**

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

Year	Date	Time	Venue	Special Resolution passed
2017-18	11th July, 2018	11.00 a.m.	4th Floor, Walchand Hirachand Hall, IMC Chamber of Commerce and Industry, IMC Marg, Churchgate, Mumbai – 400 020	Re-appointment of Shri Sandeep H. Junnarkar and Shri Chandra Raj Mehta as Independent Directors of the Company for second term of 5(five) consecutive years w.e.f 1st April, 2019. Re-appointment of Shri Dilip V. Dherai as a Whole-time Director designated as Executive Director of the Company for a period of 5 years with effect from 1st July, 2019 and remuneration payable to him.
2016-17	28th July, 2017	11.00 a.m.	4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400 020	Re-appointment of Smt. Bhama Krishnamurthy as an Independent Director for second term of 5(five) consecutive years w.e.f 26th March, 2018.
2015-16	23rd June, 2016	11.00 a.m.	4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400 020	Nil

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

No postal ballot was conducted during the financial year 2018-19. None of the businesses proposed to be transacted at the ensuing 31st Annual General Meeting require passing a special resolution through postal ballot.

## 9. Other Disclosures

### (a) Disclosures on materially significant related party transactions, that may have potential conflict with the Company's interests at large

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 contracts / arrangements / transactions entered by the Company during the financial year with related parties were in its ordinary course of business and on arms' length basis.

Please refer Note No. 23 of the standalone financial statement, for disclosure of transactions with related parties forming part of the Annual Report.

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

The Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions is put up on its website and can be accessed at: <http://www.riil.in/pdf/riil-policy-on-materiality-240918.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.

### (c) 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 violations 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 Vigil Mechanism and Whistle Blower Policy is put up on the Company's Website and can be accessed at <http://www.riil.in/pdf/whistle-blower-policy-oct2016.pdf>

## 10. 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' newspapers and are simultaneously put on Company's website and can be accessed at the link : [http://www.riil.in/quarterly\\_results.html](http://www.riil.in/quarterly_results.html)

(b) **Media Releases:** Official media releases are sent to Stock Exchanges and are put on the Company's website and can be accessed at the link: [http://www.riil.in/news\\_media.html](http://www.riil.in/news_media.html)

(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, Board's 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 Board's Report in the Annual Report. The Company's Annual Report is also available in downloadable form on the Company's website and can be accessed at the link: [http://www.riil.in/investor\\_services.html](http://www.riil.in/investor_services.html)

(e) **Letters to Investors:** Letters were sent to the shareholders as per records, for claiming unclaimed / unpaid dividend / updating PAN and Bank Account details. The Company has also sent intimations to the shareholders holding shares in physical form, informing them about SEBI's mandate to permit transfer of shares only in dematerialised form w.e.f. April 1, 2019.

(f) **NSE Electronic Application Processing System (NEAPS):** NEAPS is a web-based application designed by NSE for corporates. All periodical and other compliance filings 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 and other compliance filings are filed electronically on the Listing Centre.

(h) **SEBI Complaints Redress System (SCORES):** Investor complaints are processed at SEBI 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-ids:** The Company has designated the following email-ids exclusively for investor servicing:

- a. **For queries on Annual Report:** investor\_relations@riil.in
- b. **For queries in respect of shares in physical mode:** riilnkm@karvy.com

(j) **Presentations made to institutional investors or to the analysts**

The Company has not made any presentation to institutional investors or analysts.

## 11. General Shareholder Information

(a) <b>Annual General Meeting (Day, Date, Time and Venue)</b>	Wednesday, 28th August, 2019 at 11:00 a.m. at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, IMC Marg, Churchgate, Mumbai – 400 020.
(b) <b>Financial Year</b>	1st April to 31st March
(c) <b>Dividend Payment Date</b>	The Dividend on equity shares, if declared at the ensuing 31st Annual General Meeting (AGM), will be credited / warrant thereof will be despatched within a week from the conclusion of the AGM.
(d) <b>Listing of Equity Shares on Stock Exchanges/Scrip code</b>	(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", C- 1, Block G Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051. Trading Symbol: RIIL (iii) ISIN: INE046A01015
(e) <b>Payment of Listing Fees</b>	Annual listing fee for the financial year 2019-20 has been paid by the Company to BSE and NSE.
(f) <b>Payment of Depository Fees</b>	Annual Custody / Issuer fee for the year 2019-20 will be paid by the Company to Central Depository Services Limited and National Securities Depository Limited on receipt of the invoice.

(g) **Stock Market Price Data**

Month	BSE Limited (BSE) (in ₹ per share)		National Stock Exchange of India Limited (NSE) (in ₹ per share)	
	High Price	Low Price	High Price	Low Price
April – 2018	481.55	436.00	481.20	435.10
May – 2018	463.60	400.30	463.60	396.95
June – 2018	473.00	395.00	473.00	394.65
July – 2018	447.75	401.00	447.65	402.15
August – 2018	496.30	418.00	496.50	417.15
September – 2018	484.90	342.10	484.00	341.20
October – 2018	353.60	308.15	353.35	305.60
November – 2018	367.20	331.50	368.00	331.15
December – 2018	352.55	295.85	352.45	297.20
January – 2019	356.85	309.55	357.45	308.20
February – 2019	318.00	260.50	318.00	260.80
March – 2019	341.45	274.25	341.60	273.50

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

(h) **Share price performance in comparison to broad based indices - BSE Sensex and NSE Nifty as on 31st March, 2019**

Period	BSE (% change)		NSE (% change)	
	RIIL	Sensex	RIIL	Nifty
Financial Year 2018-19	-24.6%	17.3%	-24.7%	14.9%
2 years	-28.3%	30.6%	-28.7%	26.7%
3 years	-24.5%	52.6%	-24.8%	50.2%
5 years	-15.0%	72.8%	-15.4%	73.4%

## Corporate Governance Report

### (i) Share Transfer Agent

#### Karvy Fintech Private Limited

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 (From 9:00 a.m. to 6:00 p.m.)  
Fax : +91 40 6716 1680  
e-mail : riilnkm@karvy.com  
Website : www.karvyfintech.com

### (j) Share Transfer System

Share transfers are processed and share certificates duly endorsed are despatched within a period of seven 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 and so on 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.

Trading in equity shares of the Company is permitted only in dematerialised form. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly the Company / its STA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.

### (k) Shareholding Pattern as on 31st March, 2019

Sr. No.	Category of shareholder	Number of shareholders	Total number of shares	As a percentage of (A+B)
(A)	<b>Shareholding of Promoter and Promoter Group</b>			
(1)	Indian	1*	68 60 064	45.43
(2)	Foreign	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group</b>	<b>1</b>	<b>68 60 064</b>	<b>45.43</b>
(B)	<b>Public Shareholding</b>			
(1)	Institutions	8	1 16 603	0.77
(2)	Non-institutions	75 383	81 23 333	53.80
	<b>Total Public Shareholding</b>	<b>75 391</b>	<b>82 39 936</b>	<b>54.57</b>
	Total (A) + (B)	<b>75 392</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.

### (l) Distribution of Shareholding by Size as on 31st March, 2019

Sl. No.	Category (Shares)	Total		
		No. of Holders	No. of Shares	% to total Shares
1	01 - 100	64 884	21 43 351	14.19
2	101 - 500	8 467	19 96 635	13.22
3	501 - 1000	1 160	8 80 891	5.83
4	1001 - 5000	758	15 20 440	10.07
5	5001 - 10000	75	5 20 140	3.44
6	10001 - 50000	43	8 13 695	5.39
7	50001 - 100000	3	2 01 465	1.33
8	100001 & Above	2	70 23 383	46.53
	<b>Total</b>	<b>75 392</b>	<b>1 51 00 000</b>	<b>100.00</b>

**(m) Dematerialisation of Shares**

Mode of Holding	% of Share Capital
NSDL	76.75
CDSL	20.86
Physical	2.39
<b>Total</b>	<b>100.00</b>

**(n) Liquidity**

Higher trading activity is witnessed on NSE. Relevant data for the average daily turnover for the financial year 2018-19 is given below:

	BSE	NSE	TOTAL
Shares (nos.)	1,75,08,066	8,37,78,924	10,12,86,990
Value (in ₹. crore)	694.67	3344.30	4038.97

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

**(o) Outstanding GDRs / ADRs/Warrants and Convertible Instruments**

The Company has not issued any GDRs / ADRs/ Warrants or any other instrument, which is convertible into Equity Shares of the Company.

**(p) 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.

**(q) Plant Locations**

The Company is mainly engaged in providing infrastructural facilities and 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.

**(r) Address for Correspondence**

**(i) Investor Correspondence  
For Shares held in Physical form**

Karvy Fintech Private Limited  
Unit : Reliance Industrial Infrastructure Limited  
Karvy Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad – 500 032  
Telephone : +91 40 6716 1700  
Toll Free No. : 1800 425 8998  
(From 9:00 a.m. to 6:00 p.m.)  
Fax : +91 40 6716 1680  
e-mail : riilnkm@karvy.com  
Website : www.karvyfintech.com

**For Shares held in Demat form**

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

**(ii) Any query on the 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

**(s) Transfer of Unpaid/Unclaimed amounts and shares to Investor Education and Protection Fund**

During the year, the Company has transferred ₹ 14.55 lakhs to the Investor Education and Protection Fund (IEPF) pursuant to the provisions of the Companies Act, 2013.

The cumulative amount transferred by the Company to IEPF up to March 31, 2019 is ₹ 121.55 lakhs.

In accordance with the provisions of Companies Act, 2013 the Company has transferred 20,753 equity shares of ₹ 10/- each, to the credit of IEPF Authority, on August 31, 2018, in respect of which dividend had not been paid or claimed by the members for seven consecutive years or more as on the cut-off date, i.e. August 24, 2018. The Company has initiated necessary action for transfer of shares in respect of which dividend has not been paid or claimed by the members consecutively since 2011-12.

The Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company as on date of last Annual General Meeting (i.e. July 11, 2018) and details of shares transferred to IEPF Authority during financial year 2018-19.

The Company has also uploaded these details on the website of the IEPF Authority ([www.iepf.gov.in](http://www.iepf.gov.in)).

The voting rights on the shares transferred to IEPF Authority shall remain frozen till the rightful owner claims the shares.

Due dates for transfer to IEPF, of unclaimed / unpaid dividends for the financial year 2011-12 and thereafter:

FY ended	Declaration Date	Due Date
March 31, 2012	July 5, 2012	August 11, 2019
March 31, 2013	June 28, 2013	August 04, 2020
March 31, 2014	July 2, 2014	August 08, 2021
March 31, 2015	September 9, 2015	October 16, 2022
March 31, 2016	June 23, 2016	July 30, 2023
March 31, 2017	July 28, 2017	September 03, 2024
March 31, 2018	July 11, 2018	August 17, 2025



## Corporate Governance Report

- (t) **List of all credit ratings obtained by the Company alongwith any revisions thereto during relevant financial year, for all the debt instruments of such Company or any fixed deposits programme or any scheme or proposal of the Company involving mobilization of funds, whether in India or abroad**

Not Applicable as the Company has not availed any borrowings.

- (u) **Equity Shares in the Suspense Account**

In terms of Regulation 39(4) read with Schedule VI of the Listing Regulations, there were no shares lying in the Unclaimed Suspense Account as on 31st March, 2019.

### 12. Non-compliance of any requirement of Corporate Governance Report of sub-para (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.

### 13. Compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) except (f) & (h) of the Listing Regulations:

Sr. No.	Particulars	Regulation	Compliance Status Yes/No/N.A	Compliance observed for the following during the financial year 2018-19
1	Board of Directors	17	Yes	<ul style="list-style-type: none"> <li>• Composition and Appointment of Directors</li> <li>• Meetings and quorum</li> <li>• Review of compliance reports</li> <li>• Plans for orderly succession for appointments</li> <li>• Code of Conduct</li> <li>• Fees / compensation to Non executive Directors</li> <li>• Minimum information to be placed before the Board</li> <li>• Compliance Certificate by CEO and CFO</li> <li>• Risk Assessment &amp; Management</li> <li>• Performance Evaluation of Independent Directors</li> <li>• Recommendation of Board for each item of special business</li> </ul>
2.	Maximum Number of Directorships	17A	Yes	<ul style="list-style-type: none"> <li>• Directorships in listed entities</li> </ul>
3.	Audit Committee	18	Yes	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Meetings and quorum</li> <li>• Chairperson present at Annual General Meeting</li> <li>• Role of the Committee</li> </ul>
4.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Chairperson present at Annual General Meeting</li> <li>• Meetings and quorum</li> <li>• Role of the Committee</li> </ul>
5.	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Chairperson present at Annual General Meeting</li> <li>• Meetings and quorum</li> <li>• Role of the Committee</li> </ul>
6.	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>
7.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> <li>• Vigil Mechanism for Directors and employees</li> <li>• Direct access to Chairperson of Audit Committee</li> </ul>
8.	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> <li>• Periodical review of related party transactions</li> <li>• Disclosure on related party transactions</li> </ul>

Sr. No.	Particulars	Regulation	Compliance Status Yes/No/N.A	Compliance observed for the following during the financial year 2018-19
9.	Subsidiary of Company	24	Not Applicable	<ul style="list-style-type: none"> <li>The Company does not have any subsidiary</li> </ul>
10.	Secretarial Audit	24A	Yes	<ul style="list-style-type: none"> <li>Annual Secretarial Audit Report and Annual Secretarial Compliance Report</li> </ul>
11.	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> <li>Declaration from Independent Directors that he / she meets the criteria of independence</li> <li>Directors and Officers insurance for all the Independent Directors</li> </ul>
12.	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 on compliance of Code of Conduct by Directors and Senior Management Personnel</li> <li>Disclosure of shareholding by non-executive Directors</li> <li>Disclosures by Senior Management about potential conflicts of interest</li> <li>No agreement with regard to compensation or profit sharing in connection with dealings in securities of the Company by Key Managerial Personnel, Director and Promoter</li> </ul>
13.	Other Corporate Governance requirements	27	Yes	<ul style="list-style-type: none"> <li>Compliance with discretionary requirements</li> <li>Filing of quarterly compliance report on Corporate Governance</li> </ul>
14.	Website	46(2)(b) to (i) except (f) & (h)	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 Materiality of Related Party Transactions and on Dealing with Related Party Transactions</li> <li>Details of familiarization programmes imparted to Independent Directors</li> </ul>

#### 14. Compliance Certificate of the Auditors

Certificate from the Company's Auditors, Messrs D T S & Associates, confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the Listing Regulations, is annexed to the Board's Report forming part of the Annual Report.

#### 15. Compliance with Mandatory Requirements and adoption of discretionary Requirements

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

**(a) Communication to Shareholder**

Half-yearly reports covering financial results were sent to members at their addresses/email ID registered with the Company.

**(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 or Managing Director of the Company.

**(d) Reporting of Internal Auditor**

The Internal Auditor reports directly to the Audit Committee.

## Corporate Governance Report

### 16. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulations 32 (7A) – Not Applicable

### 17. No Disqualification Certificate from Company Secretary in Practice

Certificate from Shashikala Rao & Co., Company Secretaries, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority, as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report.

### 18. The details of any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year and which is not accepted by the Board

The Board of Directors of the Company has accepted all recommendation of the Committees of the Board.

### 19. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entities of which statutory auditors is a part

The Company does not have any subsidiary. The Remuneration paid by the Company to Statutory Auditors are provided in Financial Statements of the Company. The Company has not paid any fees to entities in the network firm/network entities of which statutory auditors is a part.

### 20. Disclosures of number of complaints received, disposed of and pending during financial year under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

There were no cases/ complaints filed during the year, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("under the said Act"). Further, the Company has constituted Internal Complaints Committee for various work places as required under the said Act.

### 21. Certificate on compliance with code of conduct

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the Code of Business Conduct and Ethics for Directors and Senior Management Personnel for the financial year 2018-19.

Mumbai  
15th April, 2019

**Dilip V. Dherai**  
Executive Director

### 22. 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

1. We have reviewed financial statements and the cash flow statements (standalone and consolidated) of Reliance Industrial Infrastructure Limited for the year ended 31st March, 2019 and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) 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.
2. 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.
3. 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.
4. We have indicated to the Auditors and the Audit Committee:
  - (i) that there are no significant changes in internal control over financial reporting during the year;
  - (ii) that there are no significant changes in accounting policies during the year; and
  - (iii) that there are no instances of significant fraud of which we have become aware.

**Dilip V. Dherai**  
Executive Director

Mumbai  
15th April, 2019

**Salil Mishra**  
Chief Financial Officer

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To,**  
**The Members of Reliance Industrial Infrastructure Limited**

NKM International House,  
5th Floor, 178 Backbay-Raclamation,  
Behind LIC Yogakshema Building,  
Babubhai Chinai Road,  
Mumbai-400020

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Reliance Industrial Infrastructure Limited** having **CIN-L60300MH1988PLC049019** and having registered office at NKM International House, 5th Floor, 178 Backbay-Raclamation, Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai-400020 (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Chandra Raj Mehta	00002011	29/08/2006 (re-appointed w.e.f 01/04/2019)
2	Sandeep Junnarkar	00003534	27/04/1991 (re-appointed w.e.f 01/04/2019)
3	Bhama Krishnamurthy	02196839	26/03/2015 (re-appointed w.e.f 26/03/2018)
4	Dilipkumar Vithaldas Dherai	00011789	01/07/1994 (re-appointed w.e.f 01/07/2014)
5	Mahesh Kalidas Kamdar	00013915	23/07/1990
6	Subhashchandra Anantram Malhotra	00013967	16/12/1989 *
7	Siddharth Achuthan	00016278	01/04/2019

\* ceased to be Director w.e.f. March 31, 2019

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Shashikala Rao & Co.**  
**Company Secretaries**

**Mumbai**  
**April 15, 2019**

**Shashikala Rao**  
**Practising Company Secretary**  
**FCS 3866 CP No 9482**

## Board's Report

### Dear Members,

The Board of Directors are pleased to present the Company's Thirty First Annual Report and the Company's audited financial statements (standalone and consolidated) for the financial year ended 31st March, 2019.

### Financial Results

The Company's financial performance for the year ended 31st March, 2019 is summarised below: (₹ in lakh)

	STANDALONE		CONSOLIDATED	
	2018-19	2017-18	2018-19	2017-18
<b>Profit before Tax</b>	<b>1199.57</b>	1513.47	<b>1352.19</b>	1,626.66
Less:				
- Current Tax	<b>702.00</b>	784.51	<b>702.00</b>	784.51
- Deferred Tax	<b>(281.46)</b>	(245.12)	<b>(281.46)</b>	(245.12)
<b>Profit for the Year</b>	<b>779.03</b>	974.08	<b>931.65</b>	1,087.27
Add: Other Comprehensive Income	<b>1370.06</b>	723.94	<b>1370.06</b>	723.94
<b>Total Comprehensive Income for the year</b>	<b>2149.09</b>	1,698.02	<b>2301.71</b>	1,811.21
Add: Balance in Retained Earnings Account	<b>7623.78</b>	6,861.86	<b>10681.00</b>	9,805.89
<b>Sub-Total</b>	<b>9772.87</b>	8,559.88	<b>12982.71</b>	11,617.10
Less: Appropriation				
Transferred to General Reserve	<b>300.00</b>	300.00	<b>300.00</b>	300.00
Dividend paid on Equity Shares*	<b>528.50</b>	528.50	<b>528.50</b>	528.50
Tax on Dividend on Equity Shares*	<b>108.63</b>	107.60	<b>108.63</b>	107.60
<b>Closing Balance (including Other Comprehensive income)</b>	<b>8835.74</b>	7,623.78	<b>12045.58</b>	10,681.00

\*Pertaining to previous financial year.

### Dividend

The Board of Directors has recommended a dividend of ₹ 3.00 per equity share of ₹ 10/- each fully paid (30%) for the financial year ended 31st March, 2019 (last year ₹ 3.50 per equity share of ₹ 10/- each fully paid [35%]). The payout is expected to be ₹ 546 lakh (inclusive of Dividend Distribution Tax of ₹ 93 lakh). The dividend payment is subject to approval of members at the ensuing Annual General Meeting.

The dividend recommended is in accordance with the Company's Dividend Distribution Policy. The Dividend Distribution Policy of the Company is annexed herewith and marked as **Annexure I** to this Report and the same is put up on the Company's website and can be accessed at <http://www.riil.in/pdf/dividend-distribution-policy.pdf>

### Material changes affecting the Company

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year to which the financial statement relates and date of this Report. There has been no change in the nature of business of the Company.

### Management's Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is as under.

### Results of Operations and the State of Company's Affairs

During the year, the Company earned revenue from operations ₹ 8458.58 lakh, as compared to ₹ 8887.07 lakh in the previous year, decline by 4.82 % on year-on-year basis.

Income from product transportation services decreased marginally by 0.18 % from ₹ 3098.72 lakh to ₹ 3093.13 lakh on a year-on-year basis. Income from operating construction machinery on hire decreased by 20.68 % from ₹ 2495.03 lakh to ₹ 1979.10 lakh on a year-on-year basis. Income from other support services increased by 2.82 % from ₹ 3293.32 lakh to ₹ 3386.34 lakh.

Net profit during the year decreased by 20.02% to ₹ 779.03 lakh as compared to ₹ 974.08 lakh of previous year.

The Company continues to provide infrastructural facilities and support services, namely, transportation of petroleum products and water through pipelines, operating construction machinery on hire and other support services to Reliance Industries Limited and its group companies with a substantial portion provided to Reliance Industries Limited.

### Resources and Liquidity

The Company's net worth as on 31st March, 2019 stood at ₹ 29,481.42 lakh, with accumulated reserves and surplus of ₹ 27,971.42 lakh. The Company continues to maintain its conservative financial profile and funds its requirements largely through internal cash generation.

### Industry Structure, Developments, Opportunities and Outlook

Infrastructure sector is a key pillar of the Indian economy as several industries directly or indirectly are dependent on it. The sector continues to be a key focus area in Government's policies ensuring best-in-class infrastructure that would set the pace of country's development and attract foreign investments.

The infrastructure sector, which includes power, bridges, roads, dams, telecommunication, supply chain management including farming, refining, designing, manufacturing, packaging, warehousing, cold storage and transporting is a key driver for the Indian economy and highly responsible for bolstering the overall development of the country.

Higher government spend on infrastructure development projects like housing for all, Bharatmala and Sagarmala are creating large scale employment opportunities for both skilled and unskilled work force and various industry players. This enables infrastructure sector transformation as well as partners in India's socio-economic progress

### Challenges, Risks and Concerns

Infrastructure Industry in India has grown at a healthy rate in the past few years. With abundant opportunities and scope for enormous expansion, infrastructure development acts like the backbone for India's economic growth.

Some of the factors that could possibly decelerate industry's growth include challenges in productivity, profitability, performance, labour and sustainability. In addition to these, increasing project complexity coupled with decreasing experience and skill-sets further amplifies risk of quality control, project delays and employee safety concerns.

Adoption of new methods and continuous innovation are the fundamental pillars for successful implementation of infrastructure projects which shorten the project completion time also helping in reducing the cost of project. Thus, in order to maintain edge over competition and respond to challenges faced by infrastructure sector, the Company continues to focus on deploying the latest machineries with trained work force.

Additionally, other major obstacles in the industry are easy access to finance, availability of land and delays in project completion leading to cost and time overruns. However, the Government has undertaken some key reforms that include stronger co-operation between the private and public sectors, enforcing of a unified legal framework, single window approval process, creation of better dispute-resolution mechanisms and removing bottlenecks to overcome key challenges the infrastructure industry faces.

The Company consistently continues to mitigate business risks by insuring its assets and follows conservative financial profile by following prudent business practices. With its strong financials and past track record, the Company is well positioned to manage those risks.

### Human Resource Development

The Company has a team of able and experienced professionals. The Company believes that the quality of its employees is the key to its success in the long run. The Company continues to have cordial relations with its employees. The Company provides personal development opportunities and all round exposure to its employees.

### Internal Controls

The Company has robust internal control systems and procedures commensurate with its nature of business which meets the following objectives:

- providing assurance regarding the effectiveness and efficiency of operations;
- efficient use and safeguarding of resources;
- compliance with policies, procedures and applicable laws and regulations; and
- transactions being accurately recorded and promptly reported.

The Company continues to have periodical internal audits conducted of all its functions and activities to ensure that systems and processes are followed across all areas.

The Audit Committee of Directors of the Company regularly reviews the adequacy of internal control systems through such audits. The Internal Auditor reports directly to the Audit Committee.

The Company also has a budgetary control system to monitor expenditure against approved budgets on an ongoing basis.

### **Internal Financial Controls**

Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risks. The Company has in place adequate internal financial controls with reference to financial statements.

Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self-assessment, continuous monitoring by functional experts as well as testing of the internal financial control systems by the Statutory Auditors and Internal Auditors during the course of their audits.

The Company believe that these systems provide reasonable assurance that Company's internal financial controls are designed effectively and are operating as intended.

### **Risk Management**

The Company has in place a Risk Management Policy which was reviewed by the Audit Committee and approved by the Board of Directors of the Company. The Policy provides for a robust risk management framework to identify and assess risks such as safety,

## Board's Report

health and environment, operational, strategic, financial, security, property, regulatory, reputational and other risks and put in place an adequate risk management infrastructure capable of addressing these risks. Further, a risk assessment group has been constituted by the Board of Directors of the Company, comprising functional executives/ experts to identify, monitor and report on the potential risks associated with the Company's business and periodically keeps the Audit Committee and the Board of Directors apprised of such risks and the measures taken by the Company to mitigate such risks.

Given below are significant potential risks of the Company and measures in place to mitigate them:

**Operational Risk:** Disruptions in operating the Company's pipelines and equipments may arise due to natural calamities, equipment failures or other unexpected or unforeseen interruptions. The Company consistently works towards monitoring the health of the pipelines through internal checks and external audit assurance and maintaining or improving operational efficiencies.

**Safety, Health and Environment Risks:** The Company's activities of transporting petroleum products through its pipelines are inherently hazardous. Any accident, explosion, leakages or acts of terrorism may cause property damage or bodily injury and adversely impact surrounding communities and environment which may result in litigations and disruption of operations. The Company has structured inspections of its operating facilities for identifying and mapping operational hazards, investigating root cause analysis and to eliminate any such occurrence by developing mitigation plans.

Further, there is a comprehensive insurance plan in place to cover the above risks.

### Consolidated Financial Statement

In accordance with the provisions of the Companies Act, 2013 (the Act) and Ind AS 110 - Consolidated Financial Statement read with Ind AS 28 - Investments in Associates, the audited consolidated financial statement is provided in the Annual Report of the Company.

### Subsidiary, Joint Venture and Associate Company

The Company did not have any subsidiary or joint venture during the financial year under review. The Company has one associate company, Reliance Europe Limited.

A statement providing details of performance and salient features of the financial statement of the associate company as per Section 129 (3) of the Act, is provided as **Annexure A** to the consolidated financial statement and therefore not repeated to avoid duplication.

The audited financial statement including the consolidated financial statement of the Company and all other documents required to be attached thereto is put up on the Company's website and can be accessed at: [http://www.riil.in/notice\\_annual\\_report.html](http://www.riil.in/notice_annual_report.html)

These documents will also be available for inspection on all working days, during business hours at the Registered Office of the Company.

### Secretarial Standards

The Directors state that applicable Secretarial Standards i.e. SS-1 and SS-2 relating to the 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

### Directors' Responsibility Statement

Your Directors state that:

- a) in the preparation of the annual accounts for the year ended 31st March, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### Business Responsibility Report

As stipulated under the Listing Regulations, the Business Responsibility Report describing the initiatives taken by the Company from an environmental, social and governance perspective is attached as part of Annual Report.

### Contracts or Arrangements with Related Parties

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in its ordinary course of business and on arms' length basis and do not have potential conflict with interest of the Company at large.

The contracts / arrangements / transactions with related party which are required to be reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 is annexed herewith and Marked as **Annexure II** to this Report.

The Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions as approved by the Board is put up on the Company's website and can be accessed at <http://www.riil.in/pdf/riil-policy-on-materiality-240918.pdf>

Members may refer Note 23 to the standalone financial statement which sets out related party disclosures pursuant to Ind AS.

### Corporate Social Responsibility (CSR)

The Corporate Social Responsibility Committee ("CSR Committee") has formulated and recommended to the Board, a Corporate Social Responsibility Policy ("CSR Policy") indicating the activities to be undertaken by the Company, which has been approved by the Board. There has not been any change in the policy during the current year.

The CSR policy sets out the guiding principles for the CSR Committee, in relation to the activities to be undertaken by the Company, as per Schedule VII of the Companies Act, 2013, CSR Governance and implementation, Composition of Committee and monitoring of CSR activities.

The CSR Policy is put up on the Company's website and can be accessed at [http://www.riil.in/pdf/csr\\_policy.pdf](http://www.riil.in/pdf/csr_policy.pdf)

The key philosophy of the CSR initiative of the Company is to promote development through social and economic transformation.

The Company has, *inter-alia*, identified following areas in which it may engage for its CSR activities:

- Addressing identified needs of the underprivileged through initiatives directed towards promoting health, including preventive health care;
- Environmental sustainability and ecological balance;
- Any other activity falling within the scope of Schedule VII to the Act.

During the year, the Company spent ₹ 50.00 lakh (2.71% of the average net profits of last three financial years) on CSR activities as against the statutory requirement of ₹ 36.89 lakh.

The Annual Report on CSR activities is annexed herewith and marked as **Annexure III** to this Report.

### Directors and Key Managerial Personnel

In accordance with the provisions of the Act and the Articles of Association of the Company, Shri Dilip V. Dherai (DIN: 00011789),

Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible offered himself for re-appointment. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee ("NRC") and based on report of performance evaluation, has recommended his re-appointment.

Shri S. C. Malhotra (DIN 00013967), demitted his office as a Director of the Company with effect from 31st March, 2019. The Board places on record its deep appreciation for the invaluable contribution made by Shri S. C. Malhotra during his association of over three decades as a Director of the Company.

The Board of Directors of the Company, as per the recommendation of the NRC, have appointed Shri A. Siddharth (DIN: 00016278) as an Additional Director of the Company. In terms of section 161(1) of the Act, he shall hold office up to the date of ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing his candidature for appointment as a Director, liable to retire by rotation, at the ensuing Annual General Meeting.

Shri C R Mehta (DIN: 00002011) and Shri Sandeep H. Junnarkar (DIN: 00003534), Independent Directors of the Company, were re-appointed as Independent Directors of the Company for a second term of five years effective April 1, 2019, at the Thirtieth Annual General Meeting of the members of the Company held on July 11, 2018. Shri Dilip V. Dherai, Whole Time Director of the Company, was re-appointed as a Whole Time Director of the Company, designated as Executive Director of the Company, for a further period of five years effective July 1, 2019, at the Thirtieth Annual General Meeting of the members of the Company held on July 11, 2018.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under the Act and Listing Regulations.

The Company has devised the following Policies:

- a) Policy for selection of Directors and determining Directors' independence; and
- b) Remuneration Policy for Directors, Key Managerial Personnel and other employees.

The aforesaid policies are put up on the Company's Website and can be accessed at [http://www.riil.in/investor\\_relations\\_downloads.html](http://www.riil.in/investor_relations_downloads.html)

The Policy for selection of Directors and determining Directors' independence sets out the guiding principles for the NRC for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company. The Policy also provides for the factors in evaluating the suitability of individual Board members with diverse background and experience that are relevant for the Company's operations.

There has been no major changes in the aforesaid policy during the year. Role of the NRC relating to performance evaluation, the criteria of independence and number of directorship and



## Board's Report

committee membership prescribed in the policy has been changed to align the policy with the amendment made in this Act and Listing Regulations.

The Remuneration Policy for Directors, Key Managerial Personnel and other employees sets out the guiding principles for the NRC for recommending to the Board the remuneration of the Directors, Key Managerial Personnel and other employees of the Company. There has been no change in the policy during the current year.

### Performance Evaluation

The Company has a Policy for performance evaluation of the Board, Committees and individual Directors (including Independent Directors) which includes criteria for performance evaluation of Non-executive Directors and Executive Directors.

In accordance with the manner specified by the Nomination and Remuneration Committee (NRC), the Board carried out performance evaluation of the Board and individual Directors. NRC carried out performance evaluation of the Committees of the Board based on the evaluation reports submitted by each Committees and the report of such evaluation was presented to the Board. The Independent Directors carried out performance evaluation of the Chairperson, Board and non-independent directors. A consolidated report was shared with the Chairman of the Board for review and giving feedback to each Director.

### Auditors and Auditors' Report

#### (i) Statutory Auditors

Messrs D T S & Associates, Chartered Accountants, were appointed as Auditors of the Company, for a term of 5 (five) consecutive years, at the Annual General Meeting held on 28th July, 2017. The Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

#### (ii) Cost Auditors

In terms of the Companies (Cost Records and Audit) Rules, 2014, the Company has maintained cost records in its books of account for financial year 2018-19 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 2018-19 as the turnover of the Company from these services was below the threshold limit prescribed in the said Rules for cost audit.

#### (iii) Secretarial Auditor

M/s. Shashikala Rao & Co, Company Secretaries, was appointed as Secretarial Auditors to conduct Secretarial Audit for the financial year ended 31st March, 2019. The Secretarial Audit Report relating thereto is annexed herewith and marked as

**Annexure IV** to this Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

### Disclosures

#### Meetings of the Board

Four meetings of the Board of Directors were held during the year. The particulars of meetings held and attended by each Director are detailed in the Corporate Governance Report forming part of the Annual Report.

#### Audit Committee

The Audit Committee of the Company comprises Independent Directors namely Shri Chandra Raj Mehta (Chairman), Shri Sandeep H. Junnarkar and Smt. Bhama Krishnamurthy (DIN: 02196839) and Shri A. Siddharth as Non-Executive Non-Independent Director. Shri S. C. Malhotra ceased to be member of Audit Committee consequent upon his resignation as a Director of the Company effective 31st March, 2019 and Shri A. Siddharth has been appointed as a member of the Audit Committee effective 1st April, 2019.

During the year all the recommendations made by the Audit Committee were accepted by the Board.

#### Corporate Social Responsibility Committee

Corporate Social Responsibility Committee of the Company comprises Non-executive Directors namely Shri Mahesh K. Kamdar (Chairman) (DIN:00013915) and Shri A. Siddharth and Independent Directors namely Shri Chandra Raj Mehta and Shri Sandeep H. Junnarkar. Shri S. C. Malhotra ceased to be member of Corporate Social Responsibility Committee consequent upon his resignation as a Director of the Company effective 31st March, 2019 and Shri A. Siddharth has been appointed as a member of Corporate Social Responsibility Committee effective 1st April, 2019.

#### Vigil Mechanism

The Company has established a robust Vigil Mechanism and a Whistle-blower policy in accordance with provisions of the Act and Listing Regulations. The Vigil Mechanism is supervised by an 'Ethics & Compliance Task Force' comprising a member of Board as a Chairman and senior executives as members.

Protected disclosures can be made by a whistle-blower through an e-mail or a letter to the Ethics & Compliance Task Force or to the Chairman of the Audit Committee. The Vigil Mechanism and Whistle blower policy is put on the Company's website and can be accessed at [http://www.riil.in/pdf/whistleblower\\_policy.pdf](http://www.riil.in/pdf/whistleblower_policy.pdf)

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.

**Particulars of loans given, investments made, guarantees given and securities provided**

The Company has not given any loan, guarantee or security or made any investment during the year under review. Particulars of investments made are provided in the standalone financial statement. Members may refer to Note No. 29 to the standalone financial statement.

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act are as under:

**A. Conservation of Energy**

As an infrastructural facilities and support services provider, the operations of the Company require minimal energy consumption.

**(i) Energy Conservation measures taken**

- a) Upgradation of anode beds for reducing power requirement of Cathodic Protection system by 30% (current consumption reduced from 250 Amp to 100 Amp). New technology Transformer Rectifier units replaced in Cathodic Protection stations and achieved the reduction in consumption by 20 % (total 100 Amps to 80 Amps).
- b) Installation of LED lights to reduce power consumption.

Conventional lighting was replaced with LED lighting and energy saved upto 55%.

**(ii) Steps taken by the Company for utilising alternate sources of energy and Capital investment on energy conservation equipment**

The energy requirements are mainly for the Company's pipeline operations which are within the purview of its customer. The Company has not made any capital investment on energy conservation equipment.

**B. Technology absorption**

**(i) Major efforts made towards technology absorption:**

- a) Conversion of Gas Operated Sectionalising valves to motor operated by installing smart actuators for better reliability. Six GOVs are replaced with Smart Electrical actuators.
- b) Installation of online corrosion monitoring system on pipelines for health checking.

Forward pipeline corrosion monitoring system commissioned, Return pipeline system will be commissioned in next year.

**(ii) The benefits derived like product improvement, cost reduction, product development or import substitution.**

The selection of alternate quality of pipes for projects seamless pipes to ERW (Electric resistance welded). This saved about 20% cost of project for material. ERW Pipelines are being used in re-routing projects.

**(iii) Information regarding imported technology (Imported during the last three years):**

The Company has not imported any technology during the last three years.

**(iv) Expenditure incurred on research and development:**

Wireless communication with Jio sim card is being adopted for transfer of pipeline data to Supervisory Control and Data Acquisition system. This is an innovative technology works even after the defect on Optic Fiber Cable and the Company has spent ₹ 15 Lakh on the same.

**C. Foreign Exchange Earnings and Outgo**

Foreign Exchange earned - Nil

Foreign Exchange outgo - ₹ 187.89 lakh

**Corporate Governance**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India. The Company has also implemented several best governance practices. The report on Corporate Governance as stipulated under the Listing Regulations forms part of the Annual Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is annexed herewith and marked as **Annexure V** to this Report. For details, please refer the Corporate Governance Report forming part of the Annual Report.

**Annual Return**

As required under Section 134(3)(a) of the Act, the Annual Return is put up on the Company's website and can be accessed at [http://www.riil.in/investor\\_relations\\_downloads.html](http://www.riil.in/investor_relations_downloads.html)

**Particulars of Employees and related disclosures**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of top ten employees in terms of remuneration drawn and the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said Rules forms part of this Report.

## Board's Report

Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report.

Having regard to the provisions of the second proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection on all working days at the registered office of the Company during business hours. Any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

### Prevention of sexual harassment at workplace

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") and Rules made thereunder, the Company has formed Internal Complaints Committee for various work places to address complaints pertaining to sexual harassment in accordance with the POSH Act. There were no cases/ complaints filed during the year, under the POSH Act.

### General:

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares and ESOS) to the employees of the Company under any scheme.
4. The Company has no holding company or subsidiary company; hence the provisions of Section 197(14) of the Act relating to receipt of remuneration or commission by the Whole-time Director from holding company or subsidiary company of the Company are not applicable to the Company.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals, which impact the going concern status and Company's operations in future.
6. No fraud has been reported by the Auditors to the Audit Committee or the Board of Directors of the Company.
7. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
8. There is no Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016.

### Acknowledgement

The Board of Directors would like to express their sincere appreciation for the assistance and co-operation received from the Government Authorities, Banks, other business constituents and members during the year under review.

The Board of Directors also wish to place on record their deep sense of appreciation for the committed services by all the employees of the Company.

For and on behalf of the Board of Directors

**Mahesh K. Kamdar**  
Chairman

Mumbai  
15th April, 2019

## ANNEXURE I

### DIVIDEND DISTRIBUTION POLICY

The Board of Directors (the "Board") of Reliance Industrial Infrastructure Limited (the "Company") at its meeting held on April 14, 2017 has adopted this Dividend Distribution Policy (the "Policy") as required by Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

#### OBJECTIVE

The objective of this Policy is to establish the parameters to be considered by the Board of Directors of the Company before declaring or recommending dividend.

The Company has had an uninterrupted dividend payout since listing. In future, the Company would endeavour to pay sustainable dividend keeping in view the Company's policy of meeting its short term and long-term fund requirements from internal accruals.

#### CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND

The Board of Directors of the Company, while declaring or recommending dividend shall ensure compliance with statutory requirements under applicable laws including the provisions of the Companies Act, 2013 and Listing Regulations.

The Board of Directors of the Company may not declare or recommend dividend for a particular period if it is of the view that it would be prudent to conserve capital.

#### PARAMETERS TO BE CONSIDERED BEFORE RECOMMENDING DIVIDEND

The Board of Directors of the Company shall consider the following financial / internal parameters while declaring or recommending dividend to shareholders:

- Profits earned during the financial year
- Retained Earnings
- Setting off unabsorbed losses and / or depreciation of past years, if any
- Earnings outlook for next three to five years
- Any other relevant factors and material events

## ANNEXURE II

### FORM NO. AOC.2

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

**Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:**

1. Details of contracts or arrangements or transactions not at arm's length basis - Not Applicable
2. Details of material contracts or arrangement or transactions at arm's length basis
  - a) Name(s) of the related party and nature of relationship :  
Reliance Industries Limited (RIL), Related party of the Company under Ind AS 24 and Section 2(76) (viii) (c) read with Section 188 of the Companies Act, 2013
  - b) Nature of contracts/arrangements/transactions :  
Agreements for providing infrastructural facilities and support services to RIL
  - c) Duration of the contracts/arrangements/transactions : Long Term

The Board of Directors of the Company shall consider the following external parameters while declaring or recommending dividend to shareholders:

- Macro-economic environment - Significant changes in macro-economic environment materially affecting the business in which the Company operates.
- Regulatory changes – Introduction of new regulatory requirements or material changes in existing taxation or regulatory requirements, which significantly affects the business in which the Company operates.

#### UTILISATION OF RETAINED EARNINGS

The Company shall endeavor to utilise the retained earnings in a manner which shall be beneficial to the interests of the Company and also its shareholders.

#### PARAMETERS THAT SHALL BE ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES

The Company has issued only one class of shares viz. equity shares. Parameters for dividend payments in respect of any other class of shares will be as per the respective terms of issue and in accordance with the applicable regulations and will be determined, if and when the Company decides to issue other classes of shares.

#### CONFLICT IN POLICY

In the event of any conflict between this Policy and the provisions contained in the Listing Regulations, the said regulations shall prevail.

#### AMENDMENTS

The Board may, from time to time, make amendments to this Policy to the extent required due to change in applicable laws and regulations or as deemed fit on a review.

For and on behalf of the Board of Directors

**Mahesh K. Kamdar**

Chairman

Mumbai

15th April, 2019

- d) Salient terms of the contracts or arrangements or transactions including the value, if any:

Agreements with RIL is for transportation of petroleum products and raw water through the Company's pipeline systems, operating the Company's construction equipments on hire and providing other infrastructure support services. The value of services rendered is based on monthly throughput achieved by the Company, actual usage of hiring of equipments, other infrastructure services provided or minimum guaranteed monthly charges, whichever is higher.

- e) Date(s) of approval by the Board, if any:

These contracts with RIL were approved by Board of Directors on 13th January, 2014 and by the members at the 27th Annual General Meeting of the Company held on 9th September, 2015

- f) Amount paid as advances, if any: Nil

For and on behalf of the Board of Directors

**Mahesh K. Kamdar**

Chairman

Mumbai

15th April, 2019

## Board's Report

### ANNEXURE III

#### Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2018-19

1	A brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs and the composition of CSR Committee	Refer to following Sections in the Boards Report: <ul style="list-style-type: none"> <li>Corporate Social Responsibility (CSR)</li> <li>Disclosures: Corporate Social Responsibility Committee</li> </ul>
2	Average net profit of the Company for last three financial years	₹ 1844.68 lakh
3	Prescribed CSR Expenditure (two percent of the amount mentioned in item 2 above)	₹ 36.89 lakh
4	Details of CSR spent during the financial year: Total amount to be spent for the financial year Total amount spent during financial year Amount unspent, if any Manner in which the amount spent during the financial year	₹ 36.89 lakh ₹ 50.00 lakh Not Applicable Details given below

#### DETAILS OF AMOUNT SPENT ON CSR ACTIVITIES DURING THE FINANCIAL YEAR 2018-19

CSR project or activity identified	Sector in which the project is covered (clause no. of Schedule VII to the Companies Act, 2013, as amended)	Projects or Programs (1) Local area or other (2) Specify the State and district where projects or Programs were undertaken	Amount Outlay (Budget) Project or Program-wise (₹ in lakh)	Amount spent on the Projects or Programs Sub Heads: (1) Direct Expenditure on Projects or Programs (2) Overheads (₹ in lakh)	Cumulative Expenditure upto the reporting Period i.e. FY 2018-2019 (₹ in lakh)	Amount spent Direct or through Implementing Agency
Health Outreach Programme	Clause (I) Promoting health care including preventive health care	Mumbai, Maharashtra	50.00	(1) 50.00 (2) Nil	330.00	Implementing Agency – Reliance Foundation*
		<b>Total</b>	<b>50.00</b>	<b>50.00</b>	<b>330.00</b>	

\* Reliance Foundation (RF) is a company within the meaning of Section 8 of the Companies Act, 2013 and has a comprehensive approach towards development with an overall aim to create and support meaningful and innovative activities that address some of India's most pressing developmental challenges, with the aim of enabling lives, living and livelihood for a stronger and inclusive India. RF has an established track of more than five years in undertaking such projects and programs.

#### Responsibility Statement

'The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and Policy of the Company.'

**Dilip V. Dherai**  
Executive Director

**Mahesh K. Kamdar**  
Chairman, CSR Committee

15th April, 2019  
Mumbai

## **ANNEXURE IV**

### **SECRETARIAL AUDIT REPORT**

#### **For the Financial Year ended March 31, 2019**

*[Pursuant to section 204(1) of the Companies Act, 2013 read with Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 and Regulation 24A of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,

#### **The Members**

#### **Reliance Industrial Infrastructure Limited**

5th Floor, NKM International House  
178 Backbay Reclamation, Babubhai Chinai Road  
Behind LIC Yogakshema Building  
Mumbai - 400 020

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Reliance Industrial Infrastructure Limited ("the Company")**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 ("**the Financial Year**"), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year according to the provisions of:

- i) The Companies Act, 2013 ("**the Act**") and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment. Provisions relating to Foreign Direct Investment and External Commercial Borrowings were not applicable to the Company during the Financial Year;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **Not Applicable to the Company during the Audit Period;**
- d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not Applicable to the Company during the Audit Period;**
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable to the Company during the Audit Period;**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not Applicable to the Company during the Audit Period;**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable to the Company during the Audit Period;**
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively, issued by The Institute of Company Secretaries of India, and
- ii) The Listing Agreements entered into by the Company with Stock Exchange(s).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**, the Company has identified the following laws as specifically applicable to the Company:

- i) Petroleum Act, 1934 and rules made thereunder;
- ii) The Petroleum and Natural Gas Regulatory Board Act, 2006 and the rules made thereunder.

#### **We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. The changes in the composition of the board of directors that took place during the year under review were carried out in compliance with the provisions of the Act.

## Board's Report

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions made at Board Meetings and Committee Meetings have unanimous consent as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report** that having regard to the compliance system prevailing in the Company and as per explanations and management representations obtained and relied upon by me

the Company has adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Shashikala Rao & Co.  
Company Secretaries**

**Mumbai  
April 15, 2019**

**Shashikala Rao  
Practising Company Secretary  
FCS 3866 CP No 9482**

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### ANNEXURE TO THE SECRETARIAL AUDIT REPORT

To,  
The Members  
Reliance Industrial Infrastructure Limited

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the Company.
4. Wherever required, we have obtained Management Representation about the compliance of laws, rules and regulations and happening of events, etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Shashikala Rao & Co.  
Company Secretaries**

**Mumbai  
April 15, 2019**

**Shashikala Rao  
Practising Company Secretary  
FCS 3866 CP No 9482**

**ANNEXURE V****AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To the Members,

**Reliance Industrial Infrastructure Limited**

We have examined the compliance of conditions of Corporate Governance by Reliance Industrial Infrastructure Limited, for the year ended on 31st March, 2019, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.

We state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **D T S & Associates**  
Chartered Accountants  
(Registration No.142412W)

**Ashish G Mistry**  
**Partner**  
Membership No. 132639

Mumbai  
15th April, 2019



## Business Responsibility Report

### Introduction:

At Reliance Industrial Infrastructure Limited (RIIL or the Company), sustainability is being viewed as being socially cognizant that delivers stakeholder expectations. This Business Responsibility Report is one of the avenues to communicate the Company's obligations and performance to all its stakeholders for Financial Year (FY) 2018-19. This Report conforms to the Business Responsibility Reporting requirement of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the 'National Voluntary Guidelines (NVG) on Social, Environmental and Economic Responsibilities of Business' released by the Ministry of Corporate Affairs, India. This report describes activities of the Company under each of the nine principles as outlined in the NVGs. The nine principles are as follows:

#### Principle 1 (P1) ETHICS, TRANSPARENCY AND ACCOUNTABILITY

Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

#### Principle 2 (P2) PRODUCT LIFE CYCLE SUSTAINABILITY

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

#### Principle 3 (P3) EMPLOYEES' WELL-BEING

Businesses should promote the well-being of all employees

#### Principle 4 (P4) STAKEHOLDER ENGAGEMENT

Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised

#### Principle 5 (P5) HUMAN RIGHTS

Businesses should respect and promote human rights

#### Principle 6 (P6) ENVIRONMENT

Businesses should respect, protect, and make efforts to restore the environment

#### Principle 7 (P7) POLICY ADVOCACY

Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

#### Principle 8 (P8) INCLUSIVE GROWTH

Businesses should support inclusive growth and equitable development

#### Principle 9 (P9) CUSTOMER VALUE

Businesses should engage with and provide value to their customers and consumers in a responsible manner

### Section A: General Information about the Company

#### 1. Corporate Identity Number (CIN) of the Company:

L60300MH1988PLC049019

#### 2. Name of the Company: Reliance Industrial Infrastructure Limited

#### 3. Registered Address:

NKM International House, 5th Floor, 178 Backbay Reclamation, Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai - 400 020, India

#### 4. Website: www.riil.in

#### 5. E-mail id: investor\_relations@riil.in

#### 6. Financial Year Reported: 2018-19

#### 7. Sector(s) that the Company is engaged in (industrial activity code-wise):

The Company is engaged in the business of providing infrastructural facilities and support services, namely, transportation of petroleum products and water through

pipelines, operating construction machinery on hire and other support services.

Industrial Group*	Description
493493049300	Product Transportation Services
439439043900	Hiring of Construction Machineries
6202620962099	IT Support Services

\*As per National Industrial Classification – The Ministry of Statistics and Programme Implementation

#### 8. List three key products / services that the Company manufactures / provides (as in balance sheet):

- Product Transportation Services
- Hiring of Construction Machineries
- IT Support Services

#### 9. Total number of locations where business activity is undertaken by the Company:

- Number of international locations (provide details of major 5): Nil
- Number of national locations: 4 locations

**10. Markets served by the Company – local/state/national:**

The Company carried out business activities in four locations viz:

- a) In Maharashtra - Mumbai, Raigad (Patalganga)
- b) In Gujarat – Surat (Hazira), Jamnagar

**Section B: Financial Details of the Company**

- 1. **Paid-up capital (INR):** 1,510 lakh
- 2. **Total turnover (INR):** 9,909.38 lakh
- 3. **Total profit after taxes (INR):** 779.03 lakh
- 4. **Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):** 6.42%
- 5. **List of activities in which the CSR expenditure have been incurred:**  
Promoting health care including preventive healthcare.

**Section C: Other Details**

**1. Subsidiary Company/ Companies**

The Company does not have any subsidiary company.

**2. Participation of subsidiary company / companies in the Business Responsibility (BR) Initiatives of the parent company**

Not applicable

**3. Participation and percentage of participation of other entity/entities (e.g. suppliers and distributors, among others) that the Company does business with, in the BR initiatives of the Company**

The Company engages with several stakeholders like customers, suppliers, local communities, government and other entities in the value chain. The Company collaborates with all relevant stakeholders as part of its BR initiatives. Considering the spread of the Company's value chain, at present, the number of entities which directly participate in the BR initiatives would be more than 60%.

**Section D: BR Information**

**1. Details of Director/Directors responsible for BR**

**a) Details of the Director responsible for the implementation of the BR policy/policies**

- **DIN Number:** 00011789
- **Name:** Shri Dilip V. Dherai
- **Designation:** Executive Director

**b) Details of the BR head**

Sl. No.	Particulars	Details
1	DIN Number (if applicable)	00011789
2	Name	Shri Dilip V. Dherai
3	Designation	Executive Director
4	Telephone Number	+91 22 4475 2310
5	Email id	dilip.dherai@riil.in

**2. Principle-wise as per National Voluntary Guidelines (NVGs) BR Policy/Policies (Reply in Y/N)**

Sl. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have policy/policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy been formulated in consultation with relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify. (The policies are based on NVG, in addition to conformance to the spirit of international standards like ISO 9000, ISO 14000, OHSAS 18000, UNGC guidelines and ILO principles)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Has the policy been approved by the Board? If yes, has it been signed by the MD/Owner/CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link to view the policy online?	Please refer page no. 40 for links to these policies.								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	The Company has communicated its above referred policies to key internal stakeholders. Besides, the BR policies are also being communicated through this report. The above referred policies are also available on website of the Company.								
8	Does the Company have in-house structure to implement its policy/ policies?	Yes, the Board of Directors and its Committees are responsible for the implementation of BR policies of the Company.								
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to policy/ policies?	Yes, any grievance or feedback related to the policies can be sent to investor_relations@riil.in. The Board of Directors /the Committees is responsible for addressing stakeholder grievances related to BR policies.								
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	The BR policy is evaluated internally. Policies pertaining to health, safety and environment have been audited by external agencies, viz. Petroleum and Natural Gas Regulatory Board approved agency, International Certification Services.								

## Business Responsibility Report

### Links

#### Corporate Social Responsibility Policy

[http://www.riil.in/pdf/csr\\_policy.pdf](http://www.riil.in/pdf/csr_policy.pdf)

#### Code of Business Conduct and Ethics

[http://www.riil.in/pdf/RIIL\\_CodeBusiness\\_Conduct.pdf](http://www.riil.in/pdf/RIIL_CodeBusiness_Conduct.pdf)

#### Code of Conduct and Ethics - Values and Behaviours

<http://www.riil.in/pdf/code-of-conduct-and-ethics-of-employee.pdf>

#### Vigil Mechanism and Whistle Blower Policy

<http://www.riil.in/pdf/whistle-blower-policy-oct2016.pdf>

#### Health, Safety and Environment Policy

<http://www.riil.in/pdf/health-safety-and-environment-policy.pdf>

### 3. Governance related to BR

#### a) Frequency with which the Board of Directors, Committee of the Board or CEO need to assess the BR performance of the Company

The Board of Directors assesses the Company's BR performance on an annual basis.

#### b) Publication of Business Responsibility Report; frequency and link for viewing this report

This is the Third Business Responsibility (BR Report published by the Company. The BR Report forms part of Annual Report of the Company and may also be accessed on the Company's website: [http://www.riil.in/investor\\_relations\\_downloads.html](http://www.riil.in/investor_relations_downloads.html)

### Section E: Principle-wise Performance

#### PRINCIPLE 1 – ETHICS, TRANSPARENCY AND ACCOUNTABILITY BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH ETHICS, TRANSPARENCY AND ACCOUNTABILITY

##### 1. Coverage of Policy relating to Ethics, Bribery and Corruption (e.g. joint ventures, suppliers, contractors and NGOs, among others)

The Company has a defined Code of Business Conduct and Ethics. This Code covers the Company and is applicable to all Directors, Management Personnel and employees. The Code of Conduct serves as a roadmap to all Directors and employees of the Company across all levels and grades for conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. The Company has adequate control measures in place to address the issues relating to ethics, bribery and corruption in the context of appropriate policy.

##### 2. Stakeholder complaints received in the past financial year and percentage of complaints satisfactorily resolved by the management

The Company received 06 investor complaints from its shareholders during FY 2018-19, which were promptly resolved. No complaint was outstanding as on 31st March, 2019. Save and except the above, no complaint was received from any other stakeholders.

#### PRINCIPLE 2 – PRODUCT LIFE CYCLE SUSTAINABILITY

#### BUSINESSES SHOULD PROVIDE GOODS AND SERVICES THAT ARE SAFE AND CONTRIBUTE TO SUSTAINABILITY THROUGHOUT THEIR LIFE CYCLE

##### 1. List up to 3 products or services whose design has incorporated social or environmental concerns, risks and/or opportunities

The following are the services whose design have incorporated social and environmental concerns:

##### a) Product transportation through pipelines having Supervisory Control and Data Acquisition (SCADA) and Leak Detection system (LDS)

SCADA installed on pipeline, monitors the operation parameter with real time data, as well as ensures that all safety interlocks for pumps and valves as well as of pipelines operation are active all the time. In case of emergency, pipeline operating pumps will be stopped from Remote locations and affected pipeline section will be isolated, to ensure minimum product loss thus enhancing the safety in pipeline operation and minimum damage to environment.

LDS provide the comfort of online monitoring of any leak from pipeline as well as identifying the leak locations on real time basis. This will help to handle the emergency in shortest possible response.

##### b) Regular security surveillance to ensure safe operation and environment protection

Regular Security Surveillance with foot patrolling on pipeline route by Security and Surveillance team, ensures that no third party activities are carried out on pipeline right of use, which can result in pipeline damage. Guard Tracking system is installed to monitor the movement of guards on pipeline through GPS tracking, this ensures the fool proof surveillance of pipeline.

##### 2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

##### a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

##### b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

As an infrastructural facilities and support services provider, the operations of the Company require minimal energy consumption. Continuous efforts are being made to reduce the consumption of energy viz. use of low energy consuming LED lights being encouraged at workplace, upgradation of anode beds for reducing power requirement of Cathodic Protection system, conversion of Gas Operated Sectionalising valves to motor operated by installing smart actuators for better reliability, installation of online corrosion monitoring system on pipelines etc. New technology TR units replaced in CP stations to achieve the reduction in energy consumption by 20%.

**3. Procedures in place for sustainable sourcing (including transportation)**

The Company is in the business of providing infrastructural facilities and support services and as such does not source any materials from outside for carrying out its business activities.

**4. Steps taken to procure goods and services from local and small producers, including communities and capability building initiatives, undertaken for local and small vendors**

The Company is in the business of providing infrastructural facilities and support services which includes product transportation, hiring of construction machineries and IT support services. The Company strives to establish effective business relationship with local industry. The Company has deployed local vendors and contractors for maintenance of pipeline infrastructure, commutation, house-keeping and horticulture contracts.

**5. Mechanism to recycle products and waste**

The Company is in the business of providing infrastructural facilities and support services which does not generate any significant waste products.

**PRINCIPLE 3 – EMPLOYEES WELL-BEING  
BUSINESSES SHOULD PROMOTE THE WELL-BEING OF ALL EMPLOYEES**

**1. Total number of employees**

Total number of employees is 100 as on 31st March, 2019.

**2. Total number of employees hired on temporary/ contractual / casual basis**

Considering nature of work, the Company hires employees / labourer on temporary / contractual / casual basis from time to time. As on March 31, 2019, there were no temporary / contractual / casual employees.

**3. Number of permanent women employees**

Total number of permanent women employees is 03 as on 31st March, 2019.

**4. Number of permanent employees with disabilities**

Total number of permanent employees with disabilities is 01 as on 31st March, 2019.

**5. Employee association that is recognized by management**

The Company respects the right of employees to free association and union representation. During the year under review, there was no employee association in the Company.

**6. Percentage of permanent employees that are members of recognized employee association**

Not applicable

**7. Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year**

No case of child labour, forced labour, involuntary labour, sexual harassment and discriminatory employment was reported during the FY 2018-19. The Company has formed Internal Complaints Committee for various work places

to address complaints pertaining to sexual harassment in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

**8. Percentage of permanent employees that were given safety and skill up-gradation training in the previous year**

Safety is of paramount importance to the Company. The Company considers employee training and development as an essential element of people strategy. The Company's contractual employees receive mandatory safety training before entering the premises and also get on-the-job training through the contractor.

The employees receive training through classroom as well as web-based training (WBT) programmes.

The Training and Development Program undertaken by the Company during FY 2018-19 were as under:

- Safety Training: 24 hours/ Employee
- Skill upgradation: 12 hours (WBT)/ Employee
- Others: 16 hours (WBT)/ Employee
- Competency Assurance system completed for asset facing employees. (29 people)
- Safety Culture change training imparted
- Fire training: 8 hours

100% of Permanent employees were given the above training.

**PRINCIPLE 4 – STAKEHOLDER ENGAGEMENT  
BUSINESSES SHOULD RESPECT THE INTERESTS OF, AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE WHO ARE DISADVANTAGED, VULNERABLE AND MARGINALISED**

**1. Internal and external stakeholders mapping**

The Company has mapped its internal and external stakeholders. The key categories and their medium of engagement is as under:

Stakeholder	Medium of Engagement
Government and Regulatory/ Administrative Authorities	Industry Bodies, Forums, Associations
Directors	Meetings, Performance Evaluation, Familiarisation Programmes, Telephonic Interactions
Employees	Meetings, Employees Training and Development Program
Customers	Customer Meet, Customer Survey, Personal / Telephonic Interactions
Local community	Visits and Camps
Investors and Shareholders	Annual General Meeting and Annual Report
Suppliers	Site Visit and Personal / Telephonic Interactions
NGOs	Site Visit and Telephonic Discussions

## Business Responsibility Report

The Company believes that stakeholder engagement process is necessary for achieving its sustainability goal. Stakeholder engagement helps in better understanding of the perspectives on key issues and builds a strong relationship with them. The Company seeks timely feedback and response through formal and informal channels of communication to ensure that the stakeholder information remains updated.

### 2. Identification of the disadvantaged, vulnerable and marginalised stakeholders

The Company has identified the disadvantaged, marginalized and vulnerable stakeholders, through the team which engages with the like-minded government and nongovernment stakeholders, including universities, research institutions, hospitals, government departments and banks, among others.

### 3. Special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof

The Company, through Reliance Foundation, has undertaken initiatives for promoting healthcare including preventive healthcare for the disadvantaged, vulnerable and marginalised stakeholders. For specific details, please refer to the Report on Corporate Social Responsibility activities for the FY 2018-19 annexed to the Board's Report.

## PRINCIPLE 5 – HUMAN RIGHTS

### BUSINESSES SHOULD RESPECT AND PROTECT HUMAN RIGHTS

#### 1. Coverage of the Company's Policy on Human Rights to the Company and its extension to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others

The Company seeks to conduct business in a manner that respects the human rights and dignity of people. The Company's code of conduct demonstrates its commitment towards the preservation of human rights across the value chain. The Company believes that a sustainable organisation rests on ethics and respect for human rights. The Company promotes awareness of the importance of respecting human rights within its value chain and discourages instances of abuse. The Company has established a vigil mechanism for employees and directors to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Vigil Mechanism is supervised by an 'Éthics & Compliance Task Force' comprising a member of the Board and senior executives as members. The Company has formed Internal Complaints Committee for various work places to address complaints pertaining to sexual harassment in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

#### 2. Receipt of Stakeholder complaints in the past financial year and what percentage was satisfactorily resolved by the management

There were no complaints reported from any stakeholders for breach of Human Rights during FY 2018-19.

## PRINCIPLE 6 – ENVIRONMENT

### BUSINESSES SHOULD RESPECT, PROTECT AND MAKE EFFORTS TO RESTORE THE ENVIRONMENT

#### 1. Coverage of the policy related to Principle 6 to the Company and its extension to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others

The Company believes in safeguarding the environment while executing its operations. To this effect, it takes every effort towards environmental conservation. The Company's Health Safety and Environment Policy aims that protection of the environment is of paramount importance. The Company ensures to do business with minimal environmental impact that aims at the rational use of natural resources and reduced waste and emissions.

The Company also adheres to the Environmental Policy of Reliance Industries Limited, a major stakeholder, which addresses issues related to Group companies, Joint ventures, suppliers, contractors and customers.

#### 2. The Company's strategies/initiatives to address global environmental issues, such as climate change, global warming and more

The Company adheres to all legal requirements and norms of energy conservation and other environmental conservation standards stipulated by the Government of India. The Company has implemented prescribed parameters pertaining to safety, environment and sustainability arising out of review of its pipeline performance carried out during the last financial year and the same was found satisfactory.

#### 3. Identification and assessment of potential Environmental Risk

Regular assessment of the environmental risks and mitigation strategies are undertaken by the Company. The Company has systems in place that ensure continuous monitoring of potential environmental risks involved in its operations. Environmental audits are carried out regularly, which helped in identifying potential risks and necessary corrective actions are taken to mitigate the same. Periodic audits conducted as part of these management systems which helped the Company to identify potential risks at its locations.

#### 4. Company's initiatives towards clean development mechanism

Keeping in view its nature of operations, the Company has not identified any project towards Clean Development Mechanism.

**5. The Company's initiatives on – clean technology, energy efficiency and renewable energy, among others**

The Company uses clean technology in an efficient manner for its business operations. Please refer Energy Conservation, Technology Absorption section of the Board's Report included in this Annual Report for further details.

**6. Reporting on the emissions/waste generated by the Company as per the permissible limits given by CPCB/SPCB**

There is no manufacturing process involved in Company's operational activities. Transportation of petroleum products and water through underground pipelines does not generate any hazardous waste or emission. However procedures are in place to mitigate the accidental release of the products and communication of all such incidences to the governing authorities. Efficient control equipment and robust procedures help the Company to meet the applicable environmental standards continuously. Half yearly compliance being submitted to local governing authorities and Ministry of Environment and Forest.

**7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year**

No show cause / legal notices received from CPCB/SPCB during FY 2018-19.

**PRINCIPLE 7 – POLICY ADVOCACY**

**BUSINESSES, WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A RESPONSIBLE MANNER**

**1. Representation in any trade and chamber/association**

The Company is a member of Jawaharlal Nehru Port Trust (JNPT) Liquid Chemical Berth Users Association, which is formed for the purpose of providing a platform to coordinate and represent the users with various authorities like JNPT and Tariff Advisory of Major Port.

**2. Advocacy / Lobbying through above Associations for the advancement or improvement of public good**

The Company has been active in the above named Association and advocates on various issues which affects the industry and consumers.

**PRINCIPLE 8 – INCLUSIVE GROWTH**

**BUSINESSES SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT**

**1. Specified programmes/initiatives/projects by the Company in pursuit of the policy related to Principle 8**

The Company's Corporate Social Responsibility (CSR) Policy is framed pursuant to Section 135 of the Companies Act, 2013. The Company's CSR objective is to promote a comprehensive

and integrated development through social and economic transformation. The Company has, *inter-alia*, identified following areas in which it may engage for its CSR activities:

- Addressing identified needs of the underprivileged through initiatives directed towards promoting health, including preventive health care;
- Environmental sustainability and ecological balance;
- Any other activity falling within the scope of Schedule VII to the Companies Act, 2013.

During FY 2018-19, the Company's initiatives were focused towards promoting health care including preventive health care, through Reliance Foundation, the Implementing Agency.

**2. Modes through which programmes/ projects undertaken (through in-house team/ own foundation/ external NGO/ Government Structures/ any other organisation)**

The Company has been carrying on its CSR programs / activities through Reliance Foundation since past five years. In this connection, the contributions made by the Company to Reliance Foundation have been utilized for promoting health care including preventive health care. The Company's initiative has good coverage, both in terms of scale as well as impact. The focus is on enhancing outreach to the Society's marginalised and underprivileged sections.

For specific details, please refer to the Report on Corporate Social Responsibility activities annexed to the Board's Report.

**3. Impact assessment of initiative**

There is an internal process to periodically monitor and evaluate the impact of CSR programs of the Company. The internal monitoring process deals with each specific program as and when the program is identified.

The outcome of such monitoring and evaluation processes are used for making informed decisions. The progress on the Company's CSR initiatives is periodically reviewed by the CSR Committee of Directors and the Company's Board of Directors. The Company continuously endeavours to enhance its existing systems and processes to assess the impact (social/ economic and developmental) through its various initiatives.

**4. Company's direct contribution to community development projects**

During FY 2018-19, the Company has spent ₹ 50.00 lakh on community development initiatives i.e. Promoting Health Care including preventive health care.

**5. Steps undertaken to ensure that community development initiatives are successfully adopted by the Community**

Engagement with the community helps in identifying needs of the stakeholders and leads to greater sense of ownership among the people, ensuring sustained outcomes. Their

## Business Responsibility Report

capacities are built through multiple training programmes to make them self-sufficient and capable of managing the programme even in the absence of a third party. The Company continues to support initiatives to provide medical care needs necessary for the community. Multiple interactions are held with communities through meetings, meetings with local administration and officials from the line departments to understand the primary necessities. The Company encourages regular feedback from the beneficiaries to continuously improve facilities and specialised services in locations where there is a demand.

### PRINCIPLE 9 – CUSTOMER VALUE

#### BUSINESSES SHOULD ENGAGE WITH, AND PROVIDE VALUE TO THEIR CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER

##### 1. Percentage of customer complaints/consumer cases pending as on the end of financial year

The Company's main customers are Reliance Industries Limited and its group companies. The Company proactively interacts with its customers to understand their requirements and concerns and find ways and means to address their concerns, requirements and improve their satisfaction level.

During FY 2018-19, no complaint was received from any of the customers.

##### 2. Product information and product labelling

The Company is into the business of providing infrastructural facilities and support services viz. transportation of petroleum products and water through its underground pipelines, hiring

of construction machineries and providing IT support services and as such does not require to display any such information. The petroleum transportation pipelines are marked with all the details of contact address and telephone number. This supports in passing the information in case of any problem to the pipeline.

##### 3. Case filed by any stakeholder against the Company regarding Unfair Trade Practices, irresponsible advertising and/or Anti-Competitive behaviour during the last five years and pending as on end of the financial year

No such case has been filed against the Company.

##### 4. Consumer survey/consumer satisfaction trends carried out by the Company

As mentioned hereinabove, Reliance Industries Limited and its group companies are the main customers of the Company. Customer satisfaction is significant for the Company as it ensures the Company's overall reputation in the geographies it operates in.

To understand its customers better, the Company follows several modes of engagement. Such modes include customer audits, customer surveys, direct feedback taken by visiting managers/plant personnel and site visits organised for customers. These modes help the Company to understand customer requirements, satisfaction levels and customer behaviour. The Company also conducts one-to-one meetings with its customers to enable efficient communication and resolve specific needs/concerns.

**STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31ST MARCH, 2019**



## Independent Auditor's Report

### To the Members of RELIANCE INDUSTRIAL INFRASTRUCTURE LIMITED

### REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

#### Opinion

We have audited the accompanying Standalone Financial Statements of **Reliance Industrial Infrastructure Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its Profit including Other Comprehensive Income, its Cash Flows and the Statement of Changes in Equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SA") specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the key audit matter
Revenue Recognition	Our audit procedures, considering the significant risk of material misstatement related to revenue recognition, included amongst other:
Refer to note 18 of the Standalone Financial Statements	
Revenue from contracts with customers is recognised when services are rendered to the customer at an amount that reflects the consideration entitled in exchange for those services which will be due upon satisfaction of performance obligations.	<ul style="list-style-type: none"> <li>- assessing the application of company's accounting policies over revenue recognition and comparing the accounting policies over revenue recognition with applicable accounting standards;</li> <li>- testing the revenue recognized including testing of company's controls on revenue recognition.</li> </ul>
The company focuses on revenue as a key performance measure which could create an incentive for revenue to be recognized before the services are rendered or non-satisfaction of performance obligations or consideration is not measurable.	<ul style="list-style-type: none"> <li>- Our testing included tracing the information of revenue recognised to agreements and receipts.</li> <li>- assessing the revenue recognized with substantive analytical procedures, and</li> <li>- assessing the company's disclosures on revenue recognition.</li> </ul>
Revenue recognition was determined to be a key audit matter and a significant risk of material misstatement due to the aforesaid risk related to the recognition of revenue	Based on above procedures, we conclude that recognition of the revenue for the year is appropriate.

#### INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Standalone Financial Statements and our auditor's report thereon.
- Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the Financial Position, Financial Performance including Other Comprehensive Income, Cash Flows and the Statement Of Changes in Equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and fair presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from an error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

## Independent Auditor's Report

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the aforesaid Standalone Financial Statements comply with the accounting standards specified under section 133 of the Act;
  - e) On the basis of written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting with reference to these Standalone Financial Statements;
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rules 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact on its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company except ₹ 1.36 Lakh, which are held in abeyance due to pending legal cases.

For **D T S & Associates**  
Chartered Accountants  
(Firm registration number: 142412W)

**Ashish G. Mistry**  
**Partner**  
Membership No.: 132639

Place: Mumbai  
Date: April 15, 2019

## “Annexure A” to the Independent Auditors’ Report

### “Annexure A” to the Independent Auditors’ Report on the Standalone Financial Statements of Reliance Industrial Infrastructure Limited

(Referred to in Paragraph 1 under the heading of “Report on other legal and regulatory requirements” of our report of even date)

- i) In respect of its fixed assets :
  - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
  - b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - c) According to the information and explanations given to us and the title deeds / lease deeds and other records examined by us, we report that the title deeds / lease deeds in respect of all the immovable properties of lands which are freehold, immovable properties of land that have been taken on lease and disclosed as fixed assets in the financial statement and buildings are held in the Company’s name or in the Company’s erstwhile name as at the balance sheet date.
- ii) As explained to us, physical verification of the inventories have been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its inventories. No material discrepancies were noticed on such physical verification.
- iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Consequently, the requirement of clause (iii) (a) to clause (iii) (c) of paragraph 3 of the Order is not applicable to the Company.
- iv) The Company has not directly or indirectly advanced loan to the persons covered under Section 185 of the Act or given guarantees or securities in connection with the loan taken by such persons. The Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v) According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the clause (v) of paragraph 3 of the Order is not applicable to the Company.
- vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under subsection (1) of Section 148 of the Act applicable in respect of certain activities undertaken by the company and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii) In respect of Statutory dues :
  - a) According to the records of the Company, undisputed statutory dues including provident fund, employees’ state insurance, income tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have been regularly deposited with appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues, were outstanding as at March 31, 2019 for a period of more than six months from the date they became payable.
  - b) According to the information and explanations given to us, there are no dues of income tax, goods and service tax, duty of customs, duty of excise, value added tax, cess on account of any dispute, which have not been deposited.
- viii) The Company has not raised loans from financial institutions or banks or government or by issue of debentures and hence clause (viii) of paragraph 3 of the Order is not applicable to the Company.
- ix) The company has not raised money by way of initial public offer or further public offer (including debt instruments) or term Loan and hence clause (ix) of paragraph 3 of the Order is not applicable to the Company.
- x) Based on the audit procedures performed for the purpose of reporting the true and fair view of the Standalone Financial Statements and as per information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi) In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii) In our opinion the company is not a nidhi company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the company.
- xiii) According to the information and explanations provided by the management, transactions with related parties are in compliance with section 177 and section 188 of the Act where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards.

**“Annexure A” to the Independent Auditors’ Report**

- xiv) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence clause (xiv) of paragraph 3 of the Order is not applicable to the company.
- xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transaction with the directors or persons connected with him and covered under section 192 of the Act. Hence, clause (xv) of the paragraph 3 of the Order is not applicable to the Company.
- xvi) To the best of our knowledge and as explained, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **D T S & Associates**  
Chartered Accountants  
(Firm registration number: 142412W)

**Ashish G. Mistry**  
**Partner**  
Membership No.: 132639  
Place: Mumbai  
Date: April 15, 2019

## Annexure “B” To the Independent Auditor’s Report

### **(Referred to in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date) Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **Reliance Industrial Infrastructure Limited** (“the Company”) as of March 31, 2019 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting with reference to these Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting with reference to these Standalone Financial Statements.

### **Meaning of Internal Financial Controls Over Financial Reporting With Reference To These Standalone Financial Statements**

A company’s internal financial control over financial reporting with reference to these Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting with reference to these Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the Financial Statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference To These Standalone Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these Standalone Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone financial statements and such internal financial controls over financial reporting with reference to these standalone financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

#### **For D T S & Associates**

Chartered Accountants

(Firm registration number: 142412W)

#### **Ashish G. Mistry**

Partner

Membership No.: 132639

Place: Mumbai

Date: April 15, 2019

**Balance Sheet as at 31st March, 2019**

(₹ in Lakh)

	Notes	As at 31st March, 2019	As at 31st March, 2018
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	1	50 73.05	53 80.56
Capital Work-in-Progress	1	3 56.43	5 92.75
Intangible Assets	1	27 37.92	35 05.13
Financial Assets			
Investments	2	237 66.22	222 63.89
Other Non Current Assets	3	2 25.00	2 25.00
<b>Total Non-Current Assets</b>		<b>321 58.62</b>	<b>319 67.33</b>
<b>Current Assets</b>			
Inventories	4	2 51.68	1 77.26
Financial Assets			
Investments	5	22 62.82	8 80.96
Trade Receivables	6	14 39.66	18 50.25
Cash and Cash Equivalents	7	1 53.78	1 99.42
Other Financial Assets	8	7 74.59	7 74.59
Current Tax Assets (Net)	9	4 46.80	3 11.41
Other Current Assets	10	3 04.49	5 85.14
<b>Total Current Assets</b>		<b>56 33.82</b>	<b>47 79.03</b>
<b>Total Assets</b>		<b>377 92.44</b>	<b>367 46.36</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	11	15 10.00	15 10.00
Other Equity	12	323 48.70	308 36.74
<b>Total Equity</b>		<b>338 58.70</b>	<b>323 46.74</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
Deferred Tax Liabilities (Net)	13	17 40.16	18 84.27
<b>Total Non-Current Liabilities</b>		<b>17 40.16</b>	<b>18 84.27</b>
<b>Current Liabilities</b>			
Financial Liabilities			
Trade Payables due to:			
Micro and Small Enterprise	14	21.89	43.09
Other than Micro and Small Enterprise		14 85.12	18 21.69
Other Financial Liabilities	15	1 08.36	1 18.35
Other Current Liabilities	16	4 12.29	3 73.15
Provisions	17	1 65.92	1 59.07
<b>Total Current Liabilities</b>		<b>21 93.58</b>	<b>25 15.35</b>
<b>Total Liabilities</b>		<b>39 33.74</b>	<b>43 99.62</b>
<b>Total Equity and Liabilities</b>		<b>377 92.44</b>	<b>367 46.36</b>
Significant Accounting Policies			
See accompanying Notes to the Financial Statements	1 to 32		

As per our Report of even date

**For D T S & Associates**Chartered Accountants  
(Registration No. 142412W)**Ashish G Mistry**Partner  
(Membership No. 132639)

Mumbai

Date: 15th April, 2019

For and on behalf of the board

**Mahesh K. Kamdar**

Chairman

**Chandra Raj Mehta  
Sandeep H. Junnarkar  
Bhama Krishnamurthy** }

Directors

**Dilip V. Dherai  
Shailesh Dholakia  
Salil Mishra**Executive Director  
Company Secretary  
Chief Financial Officer

## Statement of Profit and Loss for the year ended 31st March, 2019

	Notes	2018-19	2017-18
(₹ in Lakh)			
<b>INCOME</b>			
Income from Services		<b>99 09.38</b>	103 92.67
Less: Service Tax / GST Recovered		<b>14 50.80</b>	15 05.60
<b>Revenue from Operations</b>	18	<b>84 58.58</b>	88 87.07
Other Income	19	<b>15 22.46</b>	12 67.49
<b>Total Income</b>		<b><u>99 81.04</u></b>	<u>101 54.56</u>
<b>EXPENSES</b>			
Employee Benefits Expense	20	<b>24 79.23</b>	22 74.28
Depreciation and Amortisation Expense	1	<b>14 20.32</b>	13 90.72
Other Expenses	21	<b>48 81.92</b>	49 76.09
<b>Total Expenses</b>		<b><u>87 81.47</u></b>	<u>86 41.09</u>
<b>Profit Before Tax</b>		<b>11 99.57</b>	15 13.47
<b>Tax Expenses</b>			
Current Tax	9.1	<b>7 02.00</b>	7 84.51
Deferred Tax	13	<b>(2 81.46)</b>	(2 45.12)
		<b>4 20.54</b>	5 39.39
<b>Profit for the Year</b>		<b><u>7 79.03</u></b>	<u>9 74.08</u>
<b>Other Comprehensive Income</b>			
<b>i) Items that will not be reclassified to Profit or Loss</b>			
Gain/(Loss) on Equity Investments at fair value through Other Comprehensive Income		<b>16 02.09</b>	7 38.04
Remeasurement of Defined Benefit Plan		<b>7.81</b>	11.24
<b>ii) Income tax relating to items that will not be reclassified to Profit or Loss</b>			
		<b>(1 63.31)</b>	(3.89)
<b>iii) Items that will be reclassified to Profit or Loss</b>			
Gain/(Loss) on debt investments at fair value through Other Comprehensive Income		<b>(99.77)</b>	(27.65)
<b>iv) Income tax relating to items that will be reclassified to Profit or Loss</b>			
		<b>23.24</b>	6.20
<b>Total Other Comprehensive Income for the year (Net of Tax)</b>		<b><u>13 70.06</u></b>	7 23.94
<b>Total Comprehensive Income for the year</b>		<b><u>21 49.09</u></b>	<u>16 98.02</u>
<b>Earnings per equity share of face value of ₹ 10 each</b>			
Basic and Diluted (in ₹)	22	<b>5.16</b>	6.45
Significant Accounting Policies			
See accompanying Notes to the Financial Statements		1 to 32	

As per our Report of even date

**For DTS & Associates**  
Chartered Accountants  
(Registration No. 142412W)

**Ashish G Mistry**  
Partner  
(Membership No. 132639)

Mumbai  
Date: 15th April, 2019

For and on behalf of the board

**Mahesh K. Kamdar** Chairman

**Chandra Raj Mehta**  
**Sandeep H. Junnarkar**  
**Bhama Krishnamurthy** } Directors

**Dilip V. Dherai** Executive Director  
**Shailesh Dholakia** Company Secretary  
**Salil Mishra** Chief Financial Officer



## Statement of Changes in Equity for the year ended 31st March, 2019

A. Equity Share Capital					(₹ in Lakh)
	Balance as at 1st April, 2017	Change during the year 2017-18	Balance as at 31st March, 2018	Change during the year 2018-19	Balance as at 31st March, 2019
	15 10.00	-	15 10.00	-	15 10.00

B. Other Equity							(₹ in Lakh)
	Balance as at	Total	Transfer to /	Dividend paid on	Tax on	Balance as at	
	1st April, 2018	Comprehensive	(from) Retained	Equity Shares	Dividend paid to	31st March, 2019	
As on 31st March, 2019	1st April, 2018	income for the	Earnings		Equity Shares	31st March, 2019	
		year					
<b>Reserves and Surplus</b>							
Capital Reserve	29 52.96	-	-	-	-	29 52.96	
Securities Premium	9 60.00	-	-	-	-	9 60.00	
General Reserve	193 00.00	-	3 00.00	-	-	196 00.00	
Retained Earnings	46 16.56	7 79.03	(3 00.00)	(5 28.50)	(1 08.63)	44 58.46	
<b>Other Comprehensive Income</b>							
Equity Instruments through OCI	29 99.45	14 41.52	-	-	-	44 40.97	
Remeasurement of Defined Benefit Plan	( 54.52)	5.07	-	-	-	( 49.45)	
Debt Instruments through OCI	62.29	( 76.53)	-	-	-	( 14.24)	
<b>Total</b>	<b>308 36.74</b>	<b>21 49.09</b>	<b>-</b>	<b>(5 28.50)</b>	<b>(1 08.63)</b>	<b>323 48.70</b>	

As on 31st March, 2018							(₹ in Lakh)
	1st April, 2017					31st March, 2018	
<b>Reserves and Surplus</b>							
Capital Reserve	29 52.96	-	-	-	-	29 52.96	
Securities Premium	9 60.00	-	-	-	-	9 60.00	
General Reserve	190 00.00	-	3 00.00	-	-	193 00.00	
Retained Earnings	45 78.58	9 74.08	(3 00.00)	(5 28.50)	(1 07.60)	46 16.56	
<b>Other Comprehensive Income</b>							
Equity Instruments through OCI	22 61.41	7 38.04	-	-	-	29 99.45	
Remeasurement of Defined Benefit Plan	( 61.87)	7.35	-	-	-	( 54.52)	
Debt Instruments through OCI	83.74	( 21.45)	-	-	-	62.29	
<b>Total</b>	<b>297 74.82</b>	<b>16 98.02</b>	<b>-</b>	<b>(5 28.50)</b>	<b>(1 07.60)</b>	<b>308 36.74</b>	

As per our Report of even date

**For D T S & Associates**Chartered Accountants  
(Registration No. 142412W)**Ashish G Mistry**Partner  
(Membership No. 132639)

Mumbai

Date: 15th April, 2019

For and on behalf of the board

**Mahesh K. Kamdar**

Chairman

**Chandra Raj Mehta  
Sandeep H. Junnarkar  
Bhama Krishnamurthy** }

Directors

**Dilip V. Dherai  
Shailesh Dholakia  
Salil Mishra**Executive Director  
Company Secretary  
Chief Financial Officer

## Cash Flow Statement for the year ended 31st March, 2019

	2018-19	2017-18
(₹ in Lakh)		
<b>A: CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit before Tax as per Statement of Profit and Loss</b>	<b>11 99.57</b>	15 13.47
<b>Adjusted for:</b>		
Depreciation and Amortisation Expense	<b>14 20.32</b>	13 90.72
Net Gain on Financial Assets	<b>( 91.86)</b>	(7 43.60)
Interest Income	<b>(14 08.75)</b>	(4 77.93)
Dividend Income	<b>( 21.77)</b>	( 45.96)
	<b>(1 02.06)</b>	1 23.23
	<b>10 97.51</b>	16 36.70
<b>Operating Profit before Working Capital Changes</b>		
<b>Adjusted for:</b>		
Trade and Other Receivables	<b>14 65.83</b>	( 97.94)
Inventories	<b>( 74.42)</b>	9.88
Trade and Other Payables	<b>(3 38.67)</b>	4 48.60
	<b>10 52.74</b>	3 60.54
<b>Cash Generated from Operations</b>	<b>21 50.25</b>	19 97.24
Taxes Paid (Net)	<b>(8 40.13)</b>	(7 58.71)
<b>Net Cash flow from Operating Activities*</b>	<b>13 10.12</b>	12 38.53
<b>B: CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property, Plant and Equipment and Intangible Assets	<b>(2 11.27)</b>	(2 43.02)
Proceeds from disposal of Property, Plant and Equipment and Intangible assets	<b>36.60</b>	69.94
Purchase of Investments	<b>(40 00.00)</b>	(449 70.11)
Proceeds from Sale of Investments	<b>27 10.00</b>	442 65.87
Interest received	<b>7 29.26</b>	1 02.23
Dividend Income	<b>21.77</b>	45.96
<b>Net Cash flow used in Investing Activities</b>	<b>(7 13.64)</b>	(7 29.13)
<b>C: CASH FLOW FROM FINANCING ACTIVITIES</b>		
Dividend Paid (Including Dividend Distribution Tax)	<b>(6 42.12)</b>	(6 31.06)
<b>Net Cash flow used in Financing Activities</b>	<b>(6 42.12)</b>	(6 31.06)
<b>Net Decrease in Cash and Cash Equivalents</b>	<b>( 45.64)</b>	(1 21.66)
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>1 99.42</b>	3 21.08
<b>Closing Balance of Cash and Cash Equivalents (Refer Note "7")**</b>	<b>1 53.78</b>	1 99.42

\* Amount spent in cash towards Corporate Social Responsibility is ₹ 50 Lakh (Previous year ₹ 70 Lakh)

\*\* Include towards Unclaimed Dividend of ₹ 1 02.71 Lakh ( Previous year ₹ 1 07.70 Lakh)

As per our Report of even date

**For D T S & Associates**  
Chartered Accountants  
(Registration No. 142412W)

**Ashish G Mistry**  
Partner  
(Membership No. 132639)

Mumbai  
Date: 15th April, 2019

For and on behalf of the board

**Mahesh K. Kamdar** Chairman

**Chandra Raj Mehta**  
**Sandeep H. Junnarkar**  
**Bhama Krishnamurthy** } Directors

**Dilip V. Dherai** Executive Director  
**Shailesh Dholakia** Company Secretary  
**Salil Mishra** Chief Financial Officer

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

### A. CORPORATE INFORMATION

Reliance Industrial Infrastructure Limited ("the Company") is a listed entity incorporated in India, having its registered office at NKM International House, 5th Floor, 178 Backbay Reclamation, Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai - 400 020, India.

The Company is mainly engaged in "Infrastructure Activity" catering to Indian Customers.

### B. SIGNIFICANT ACCOUNTING POLICIES

#### B.1 BASIS OF PREPARATION AND PRESENTATION

The Financial Statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value amount:

- (i) Certain financial assets and liabilities.
- (ii) Defined benefit plans - plan assets.

The Financial Statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

With effect from 1st April, 2018, Ind AS 115 - "Revenue from Contracts with Customers" (Ind AS 115) supersedes Ind AS -18 - "Revenue" and related Appendices. The Company has adopted Ind AS 115 using the modified retrospective approach. The application of Ind AS 115 did not have any material impact on recognition and measurement principles. However, it results in additional presentation and disclosure requirements for the company.

The Company's Financial Statements are presented in Indian Rupees (₹), which is also its functional currency and all values are rounded to the nearest lakh (₹ 00,000), except when otherwise indicated.

#### B.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### (a) Current and Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

An asset is treated as Current when it is-

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is treated as current when :

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities

##### (b) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Property, Plant and Equipment which are significant to the total cost of that item of Property, Plant and Equipment and having different useful life are accounted separately.

Other Indirect Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

Depreciation on Property, Plant and Equipment is provided based on useful life of the assets prescribed in Schedule II to the Companies Act, 2013 except that:

- (i) the cost of Leasehold Land is amortised over the period of lease.
- (ii) cost of Pipeline Corridor Structure is amortised over the residual life of the asset.

The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

### (c) Leases

Leases are classified as finance leases whenever the terms of the lease, transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating lease.

**Leased Assets:** Assets held under finance leases are initially recognised as Assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset ranging from 18 years to 99 years. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

### (d) Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Intangible Assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Other Indirect expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Intangible Assets Under Development.

Gains or losses arising from derecognition of an Intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Intangible Assets comprising of Software are amortised over the period of 5 to 10 years.

### (e) Cash and Cash Equivalent

Cash and cash equivalents comprise of cash on hand, cash at banks, short-term deposits and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

### (f) Inventories

Items of Inventories are measured at lower of cost and net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing them to their respective present location and condition. Cost of inventories cost is determined on weighted average basis.

### (g) Impairment of Non-Financial Assets - Property Plant and Equipment and Intangible Assets

The Company assesses at each reporting date as to whether there is any indication that any Property, Plant and Equipment and Intangible Assets or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

### (h) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### (i) Employee Benefits Expense

#### Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

#### Post-Employment Benefits

##### Defined Contribution Plans

The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

##### Defined Benefit Plans

The Company pays gratuity to the employees who have completed five years of service with the company at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective Income Tax authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of Defined Benefit Plans in respect of post-employment are charged to the Other Comprehensive Income.

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

### (j) Tax Expenses

The tax expense for the period comprises of Current Tax and Deferred Income Tax. Tax is recognised in the Statement of Profit and loss, except to the extent that it relates to items recognised in the Other Comprehensive Income or in Equity. In which case, the tax is also recognised in Other Comprehensive Income or Equity.

#### i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the Income Tax authorities, based on tax rates and laws that are enacted at the Balance sheet date.

#### ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets are recognised to the extent it is probable that the taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

### (k) Foreign Currencies Transactions and Translation

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalized as cost of assets."

### (i) Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. The Company is generally the principal as it typically controls the goods or services before transferring them to the customer.

Revenue from rendering of services is recognised over time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

Revenue is measured at the amount of consideration which the company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognized when it becomes unconditional. Generally, the credit period varies between 0-30 days from the delivery of goods or services as the case may be.

#### Contract Balances :

##### Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional.

##### Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

##### Interest income

Interest Income from a Financial Asset is recognised using effective interest rate method.

##### Dividend Income

Dividend Income is recognised when the Company's right to receive the amount has been established.

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

### (m) Financial Instruments

#### (i) Financial Assets

##### A. Initial Recognition and Measurement

All Financial Assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at Fair Value Through Profit or Loss, are adjusted to the fair value on initial recognition. Purchase and sale of Financial Assets are recognised using trade date accounting.

##### B. Subsequent measurement

###### a) Financial Assets measured at Amortised Cost (AC)

A Financial Asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represents solely payments of principal and interest on the principal amount outstanding.

###### b) Financial Assets measured at at Fair Value Through Other Comprehensive Income (FVTOCI)

A Financial Asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represents solely payments of principal and interest on the principal amount outstanding.

###### c) Financial Assets measured at at Fair Value Through Profit or Loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL.

Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

##### C. Investment in Associates

The Company has accounted for its investments in associates at cost.

##### D. Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

##### E. Impairment of Financial Assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at Fair Value Through Profit and Loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- (1) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- (2) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For Trade Receivables, the Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

### (ii) Financial liabilities

#### A. Initial Recognition and Measurement

All Financial Liabilities are recognized at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

#### B. Subsequent measurement:

Financial liabilities are carried at amortized cost using the effective interest method.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### (iii) Derecognition of Financial Instruments

The company derecognises a Financial Asset when the contractual rights to the cash flows from the Financial Asset expire or it transfers the Financial Asset and the transfer qualifies for derecognition under Ind AS 109. A Financial Liability (or a part of a financial liability) is derecognized from the company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### (iv) Offsetting

Financial Assets and Financial Liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### (n) Earnings per share

Basic earnings per share is calculated by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year adjusted for bonus element in equity share. Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period unless issued at a later date

## C. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Company's Financial Statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in next financial years.

### a) Depreciation / Amortisation and useful life of Property, Plant and Equipment / Intangible Assets

Property, Plant and Equipment / Intangible Assets are depreciated / amortised over their estimated useful life, after taking into account estimated residual value. Management reviews the estimated useful life and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful life and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates

### b) Recoverability of Trade Receivables

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

### c) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

### d) Impairment of Financial and Non-Financial Assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period



## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

In case of non-financial assets the Group estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

### e) Impairment of financial assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

### f) Recognition of Deferred Tax Assets and liabilities

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses for which there is probability of utilisation against the future taxable profit. The Company uses judgement to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits and business developments.

### g) Fair Value Measurement

For estimates relating to fair value of financial instruments refer note 27 of financial statements.

## D. STANDARDS ISSUED BUT NOT EFFECTIVE

On March 30,2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 – Leases and certain amendment to existing Ind AS. These amendments shall be applicable to the Company from April 01, 2019.

### 1 Issue of Ind AS 116 - Leases

Ind AS 116 will replace the existing leasing standard i.e. Ind AS 17 and related interpretations. Ind AS 116 introduces single lessee accounting model and requires lessee to recognize assets and liabilities for all leases with non-cancellable period of more than twelve months except for low value assets. Ind AS 116 substantially carries forward the lessor accounting requirement in Ind AS 17.

### 2 Amendment to Existing Standard

The MCA has also carried out amendments of the following accounting standards :

- i) Ind AS 101 - First time adoption of Indian Accounting Standards
- ii) Ind AS 103 - Business Combination
- iii) Ind AS 109 - Financial Instruments
- iv) Ind AS 111 - Joint Arrangements
- v) Ind AS 12 - Income Taxes
- vi) Ind AS 19 – Employee Benefits
- vii) Ind AS 23 – Borrowing Costs
- viii) Ind AS 28 - Investment in Associates and Joint Ventures

Application of above standards are not expected to have any significant impact on the Company's Financial Statements.

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

### 1. PROPERTY, PLANT AND EQUIPMENT, CAPITAL WORK IN PROGRESS AND INTANGIBLE ASSETS

(₹ in Lakh)

Description	Gross block			As at 31st March, 2019	As at 1st April, 2018	Depreciation/ Amortisation		Net block		
	As at 1st April, 2018	Additions/ Adjustments	Deductions/ Adjustments			For the year	Deductions/ Adjustments	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2018
<b>(i) Property, Plant and Equipment</b>										
<b>Own Assets:</b>										
Leasehold Land	2 06.17	-	-	<b>2 06.17</b>	1 12.13	14.39	-	<b>1 26.52</b>	<b>79.65</b>	94.04
Freehold Land	42.62	1 10.34	-	<b>1 52.96</b>	-	-	-	<b>-</b>	<b>1 52.96</b>	42.62
Buildings	2 32.27	-	-	<b>2 32.27</b>	1 84.07	6.28	-	<b>1 90.35</b>	<b>41.92</b>	48.20
Plant and Machinery	201 38.34	69.92	-	<b>202 08.26</b>	170 70.65	1 21.86	-	<b>171 92.51</b>	<b>30 15.75</b>	30 67.69
Construction Machinery	91 02.88	-	2 46.97	<b>88 55.91</b>	70 46.77	2 78.88	2 02.55	<b>71 15.10</b>	<b>17 40.81</b>	20 56.11
Equipment	1 78.27	-	-	<b>1 78.27</b>	1 35.04	10.29	-	<b>1 45.33</b>	<b>32.94</b>	43.23
Furniture and Fixtures	50.36	-	-	<b>50.36</b>	49.71	-	-	<b>49.71</b>	<b>0.65</b>	0.65
Vehicles	2 35.61	-	-	<b>2 35.61</b>	2 07.59	19.65	-	<b>2 27.24</b>	<b>8.37</b>	28.02
<b>Sub-Total (i)</b>	<b>301 86.52</b>	<b>180.26</b>	<b>2 46.97</b>	<b>301 19.81</b>	<b>248 05.96</b>	<b>4 43.35</b>	<b>2 02.55</b>	<b>250 46.76</b>	<b>50 73.05</b>	53 80.56
<b>(ii) Intangible Assets</b>										
Software	74 00.46	2 09.76	-	<b>76 10.22</b>	38 95.33	9 76.97	-	<b>48 72.30</b>	<b>27 37.92</b>	35 05.13
<b>Sub-Total (ii)</b>	<b>74 00.46</b>	<b>2 09.76</b>	<b>-</b>	<b>76 10.22</b>	<b>38 95.33</b>	<b>9 76.97</b>	<b>-</b>	<b>48 72.30</b>	<b>27 37.92</b>	35 05.13
<b>Total (i+ii)</b>	<b>375 86.98</b>	<b>3 90.02</b>	<b>2 46.97</b>	<b>377 30.03</b>	<b>287 01.29</b>	<b>14 20.32</b>	<b>2 02.55</b>	<b>299 19.06</b>	<b>78 10.97</b>	88 85.69
Previous year	379 63.88	1 69.08	5 45.98	375 86.98	278 08.45	13 90.72	4 97.88	287 01.29	88 85.69	
<b>Capital Work-in-Progress</b>									<b>3 56.43</b>	5 92.75

1.1 Capital Work-in-Progress includes ₹ 23.43 Lakh (Previous Year ₹ 56.83 Lakh) on account of Capital Goods Inventory.

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

### 2 INVESTMENTS - NON-CURRENT

(₹ in Lakh)

	As at 31st March, 2019		As at 31st March, 2018	
	Units	Amount	Units	Amount
<b>Investments measured at Cost</b>				
<b>In Equity Shares of Associate Companies - Unquoted, fully paid up</b>				
Reliance Europe Limited of Sterling Pound 1 each	11,08,500	3 93.38	11,08,500	3 93.38
<b>Total Investments measured at Cost (A)</b>		<b>3 93.38</b>		<b>3 93.38</b>
<b>Investments measured at Fair Value Through Other Comprehensive Income (FVTOCI)</b>				
<b>In Equity Shares of Entity Exercising Significant Influence- Quoted, fully paid up</b>				
Reliance Industries Limited of ₹ 10/- each	3,44,000	46 88.89	344,000	30 36.83
<b>In Equity Shares of Other Companies - Quoted, fully paid</b>				
Reliance Capital Limited of ₹ 10/- each	4,300	8.78	4,300	18.21
Reliance Communications Limited of ₹ 5/- each	86,000	3.56	86,000	18.71
Reliance Infrastructure Limited of ₹ 10/- each	6,450	8.82	6,450	27.53
Reliance Power Limited of ₹ 10/- each	21,500	2.44	21,500	7.77
Reliance Home Finance Limited of ₹ 10/- each	4,300	1.23	4,300	2.59
<b>In Perpetual Bonds, Quoted - Fully paid up</b>				
HDFC Bank Limited SR-1 8.85 BD Perpetual	600	59 21.02	600	60 46.62
ICICI Bank Limited DSP17AT 8.55 Perpetual	650	62 99.62	650	63 99.27
ICICI Bank Limited SR- DMR17AT 9.2 BD Perpetual	350	34 64.80	350	35 26.46
<b>Investment in Mutual Fund - Unquoted</b>				
ICICI Prudential Banking and PSU Debt Plan - Direct Plan-Growth	1,37,89,782	29 73.68	1,37,89,782	27 86.52
<b>Total Investments measured at Fair Value Through Other Comprehensive Income (B)</b>		<b>233 72.84</b>		<b>218 70.51</b>
<b>Total Investments - Non-Current (A+B)</b>		<b>237 66.22</b>		<b>222 63.89</b>
Aggregate amount of Quoted Investments		203 99.17		190 83.99
Market Value of Quoted Investments		203 99.17		190 83.99
Aggregate amount of Unquoted Investments		33 67.06		31 79.90

#### 2.1 Category-wise investment - Non- Current

(₹ in Lakh)

	As at 31st March, 2019	As at 31st March, 2018
Financial Assets measured at Cost	3 93.38	3 93.38
Financial Assets measured at Fair Value through Other Comprehensive Income (FVTOCI)	233 72.84	218 70.51
<b>Total Investments - Non-Current</b>	<b>237 66.22</b>	<b>222 63.89</b>

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

<b>3</b>	<b>OTHER NON-CURRENT ASSETS (UNSECURED AND CONSIDERED GOOD)</b>		(₹ in Lakh)
		<b>As at 31st March, 2019</b>	As at 31st March, 2018
	Other Loans and Advances*	<u>2 25.00</u>	<u>2 25.00</u>
	<b>Total</b>	<u><b>2 25.00</b></u>	<u><b>2 25.00</b></u>
	*Includes Deposits		
<b>4</b>	<b>INVENTORIES</b>		(₹ in Lakh)
		<b>As at 31st March, 2019</b>	As at 31st March, 2018
	Stores and Spares	<u>2 51.68</u>	<u>1 77.26</u>
	<b>Total</b>	<u><b>2 51.68</b></u>	<u><b>1 77.26</b></u>
<b>5</b>	<b>INVESTMENTS - CURRENT</b>		(₹ in Lakh)
		<b>As at 31st March, 2019</b>	As at 31st March, 2018
		<b>Units</b> <b>Amount</b>	<b>Units</b> <b>Amount</b>
	<b>Investments measured at Fair Value Through Profit or Loss (FVTPL)</b>		
	<b>In Mutual Funds - Unquoted</b>		
	ICICI Prudential Liquid - Direct Plan - Growth	<b>8,18,627</b> <u><b>22 62.82</b></u>	3,42,812 <u>8 80.96</u>
	<b>Total Investments - Current</b>	<u><b>22 62.82</b></u>	<u><b>8 80.96</b></u>
	Aggregate amount of Quoted Investments	-	-
	Market Value of Quoted Investments	-	-
	Aggregate amount of Unquoted Investments	<b>22 62.82</b>	8 80.96
<b>5.1</b>	<b>CATEGORY-WISE INVESTMENT - CURRENT</b>		(₹ in Lakh)
		<b>As at 31st March, 2019</b>	As at 31st March, 2018
	Financial assets measured at Fair Value through Profit or Loss (FVTPL)	<u><b>22 62.82</b></u>	<u>8 80.96</u>
	<b>Total Investments- Current</b>	<u><b>22 62.82</b></u>	<u><b>8 80.96</b></u>
<b>6</b>	<b>TRADE RECEIVABLES (UNSECURED AND CONSIDERED GOOD)</b>		(₹ in Lakh)
		<b>As at 31st March, 2019</b>	As at 31st March, 2018
	Trade Receivables	<u><b>14 39.66</b></u>	<u>18 50.25</u>
	<b>Total</b>	<u><b>14 39.66</b></u>	<u><b>18 50.25</b></u>
<b>7</b>	<b>CASH AND CASH EQUIVALENTS</b>		(₹ in Lakh)
		<b>As at 31st March, 2019</b>	As at 31st March, 2018
	<b>Balances with Banks:</b>		
	In Current Accounts#	<u><b>1 53.78</b></u>	<u>1 99.42</u>
	<b>Cash and Cash equivalent as per Balance Sheet</b>	<u><b>1 53.78</b></u>	<u><b>1 99.42</b></u>
	<b>Cash and Cash equivalent as per Cash Flow statement</b>	<u><b>1 53.78</b></u>	<u><b>1 99.42</b></u>

# Includes Unclaimed Dividend of ₹ 102.71 Lakh (Previous year ₹ 1 07.70 Lakh)

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

7.1 Cash and Cash Equivalents include deposits maintained by the Company with banks, which can be withdrawn by the Company at any point of time without prior notice or penalty on the principal.

<b>8 OTHER FINANCIAL ASSETS-CURRENT</b>	(₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Interest Accrued on Investment	<u>7 74.59</u>	<u>7 74.59</u>
<b>Total</b>	<u><b>7 74.59</b></u>	<u><b>7 74.59</b></u>

<b>9 CURRENT TAX ASSETS (NET)</b>	(₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
<b>At the start of the year</b>	<b>3 11.41</b>	3 41.10
Charge for the year - Current Tax	<b>(7 02.00)</b>	(7 84.51)
Others*	<b>( 2.74)</b>	( 3.89)
Tax paid (Net) during the year	<u><b>8 40.13</b></u>	<u>7 58.71</u>
<b>At the end of the year</b>	<u><b>4 46.80</b></u>	<u><b>3 11.41</b></u>

\* Mainly pertains to Provision for tax on Other Comprehensive Income

<b>9.1 Taxation</b>	(₹ in Lakh)	
	Year ended 31st March, 2019	Year ended 31st March, 2018
<b>Income Tax recognised in Statement of Profit and Loss</b>		
Current Tax	<b>7 02.00</b>	7 84.51
Deferred Tax	<b>(2 81.46)</b>	(2 45.12)
<b>Total Income Tax expenses</b>	<u><b>4 20.54</b></u>	<u><b>5 39.39</b></u>

<b>The Income Tax expenses for the year can be reconciled to the accounting profit as follows</b>	(₹ in Lakh)	
	Year ended 31st March, 2019	Year ended 31st March, 2018
Profit Before tax	<b>11 99.57</b>	15 13.47
Applicable Tax Rate	<b>34.944%</b>	34.608%
Computed Tax Expense	<b>4 19.18</b>	5 23.78
<b>Tax Effect of:</b>		
Exempted Income	<b>( 7.61)</b>	( 23.47)
Expenses Disallowed	<b>2 90.43</b>	2 84.20
<b>Current Tax Provision (A)</b>	<u><b>7 02.00</b></u>	<u>7 84.51</u>
Incremental Deferred tax Liability / (Asset) on account of Property, Plant and Equipment and Intangible Assets	<b>(2 79.91)</b>	(2 42.58)
Incremental Deferred tax Liability / (Asset) on account of Financial Assets and Other Items	<b>( 1.55)</b>	( 2.54)
<b>Deferred Tax Provision (B)</b>	<u><b>(2 81.46)</b></u>	<u>(2 45.12)</u>
<b>Tax expenses recognised in Statement of Profit and Loss (A+B)</b>	<u><b>4 20.54</b></u>	<u>5 39.39</u>
<b>Effective Tax Rate</b>	<u><b>35.06%</b></u>	<u>35.64%</u>

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

10 OTHER CURRENT ASSETS (UNSECURED AND CONSIDERED GOOD)	(₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Balance with Customs, Central Excise, GST and State Authorities	33.78	2 49.84
Others #	2 70.71	3 35.30
<b>Total</b>	<b>3 04.49</b>	<b>5 85.14</b>

# Includes Advance to sundry creditors

11 SHARE CAPITAL	(₹ in Lakh)			
	As at 31st March, 2019		As at 31st March, 2018	
	Units	Amount	Units	Amount
<b>Authorised Share Capital</b>				
Equity Shares of ₹ 10 each	20,00,00,000	200 00.00	20,00,00,000	200 00.00
		<u>200 00.00</u>		<u>200 00.00</u>
<b>Issued, Subscribed and Paid-Up</b>				
Equity Shares of ₹ 10 each fully paid up	1,51,00,000	15 10.00	1,51,00,000	15 10.00
<b>Total</b>		<u>15 10.00</u>		<u>15 10.00</u>

11.1 The details of Shareholders holding more than 5% shares:	(₹ in Lakh)			
Name of the Shareholders	As at 31st March, 2019		As at 31st March 2018	
	No. of Shares	% held	No. of Shares	% held
<b>Reliance Industries Limited</b>	<b>68,60,064</b>	<b>45.43</b>	68,60,064	45.43

### 11.2 The reconciliation of the number of shares outstanding is set out below:

Particulars	As at 31st March, 2019	As at 31st March, 2018
	No of Shares	No of Shares
Equity Shares at the beginning of the year	1,51,00,000	1,51,00,000
Add: Equity Shares issued during the year	-	-
<b>Equity Shares at the end of the year</b>	<b>1,51,00,000</b>	<b>1,51,00,000</b>

### 11.3 Rights, Preferences and Restrictions attached to shares

The Equity Shares in the Company rank pari passu in all respects including voting rights and entitlement of dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company in proportion to the number of equity shares held.

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

### 12 OTHER EQUITY

(₹ in Lakh)

	As at 31st March, 2019	As at 31st March, 2018
<b>Capital Reserve</b>		
As per Last Balance Sheet	29 52.96	29 52.96
<b>Securities Premium</b>		
As per Last Balance Sheet	9 60.00	9 60.00
<b>General Reserve</b>		
As per Last Balance Sheet	193 00.00	190 00.00
Add: Transferred from Retained Earnings	3 00.00	3 00.00
	<u>196 00.00</u>	<u>193 00.00</u>
<b>Retained Earnings</b>		
As per Last Balance Sheet	46 16.56	45 78.58
Add: Profit for the Year	7 79.03	9 74.08
	<u>53 95.59</u>	<u>55 52.66</u>
Less: Appropriations		
Transferred to General Reserve	3 00.00	3 00.00
Dividend paid on Equity Shares [Dividend per Share ₹ 3.50 (Previous year ₹ 3.50)]	5 28.50	5 28.50
Tax on Dividend	1 08.63	1 07.60
	<u>9 37.13</u>	<u>9 36.10</u>
	<u>44 58.46</u>	<u>46 16.56</u>
<b>Other Comprehensive Income</b>		
As per Last Balance Sheet	30 07.22	22 83.28
Add: Movement in (OCI) (Net) during the year	13 70.06	7 23.94
	<u>43 77.28</u>	<u>30 07.22</u>
<b>Total</b>	<u>323 48.70</u>	<u>308 36.74</u>

### 13 DEFERRED TAX LIABILITIES (NET)

The movement on the deferred tax account is as follows:

(₹ in Lakh)

	As at 31st March, 2019	As at 31st March, 2018
<b>At the Start of the year</b>	18 84.27	21 35.59
Charge/ (credit) to Statement of Profit and Loss (Note 9)	(2 81.46)	(2 45.12)
Charge to Other comprehensive Income	1 37.35	( 6.20)
<b>At the end of year</b>	<u>17 40.16</u>	<u>18 84.27</u>

### COMPONENT OF DEFERRED TAX LIABILITIES / (ASSET)

(₹ in Lakh)

Particulars	As at 31st March, 2018	Charge / (credit) to		As at 31st March, 2019
		Statement of Profit & Loss	Other Comprehensive Income	
<b>Deferred Tax liabilities/ (asset) in relation to :</b>				
Property, Plant and Equipment and Intangible Assets	19 19.70	(2 79.91)	-	16 39.79
Financial assets at FVTOCI	21.41	-	1 37.35	1 58.76
Provisions	( 3.18)	-	-	( 3.18)
Other Disallowances and benefits under Income Tax	( 53.66)	( 1.55)	-	( 55.21)
<b>Total</b>	<u>18 84.27</u>	<u>(2 81.46)</u>	<u>1 37.35</u>	<u>17 40.16</u>

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

14 TRADE PAYABLES DUE TO	(₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Micro and Small Enterprise	21.89	43.09
Other than Micro and Small Enterprise	<u>14 85.12</u>	<u>18 21.69</u>
<b>Total</b>	<b><u>15 07.01</u></b>	<b><u>18 64.78</u></b>

14.1 There are no overdue amounts to Micro, and Small Enterprises as at March 31, 2019 for which disclosure requirements under Micro, Small and Medium Enterprises Development Act, 2006 are applicable.

15 OTHER FINANCIAL LIABILITIES-CURRENT	(₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Unclaimed Dividend #	1 02.71	1 07.70
Other Payables *	<u>5.65</u>	<u>10.65</u>
<b>Total</b>	<b><u>1 08.36</u></b>	<b><u>1 18.35</u></b>

# These figures do not include any amounts due and outstanding, to be credited to Investor Education and Protection Fund except ₹ 1.36 Lakh (Previous Year ₹ 2.88 Lakh) which is held in abeyance due to pending legal cases.

\* Includes Security Deposits from customers

16 OTHER CURRENT LIABILITIES	(₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Others Payables**	4 12.29	3 73.15
<b>Total</b>	<b><u>4 12.29</u></b>	<b><u>3 73.15</u></b>

\*\* Includes Advances and Statutory dues

17 PROVISIONS - CURRENT	(₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Provision for Employee Benefits (Refer note 20.1) ^	1 65.92	1 59.07
<b>Total</b>	<b><u>1 65.92</u></b>	<b><u>1 59.07</u></b>

^ The Provision for Employee benefit includes annual leave and vested long service leave entitlement accrued and compensation claims made by employees.

18 REVENUE FROM OPERATIONS	(₹ in Lakh)	
	2018-19	2017-18
<b>DISAGGREGATED REVENUE</b>		
Product Transportation Services	30 93.13	30 98.72
Hiring Construction Machineries	19 79.10	24 95.03
IT Support Services	19 00.00	19 00.00
Others	<u>14 86.35</u>	<u>13 93.32</u>
<b>Total</b>	<b><u>84 58.58</u></b>	<b><u>88 87.07</u></b>



## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

19 OTHER INCOME	(₹ in Lakh)	
	2018-19	2017-18
<b>DIVIDEND INCOME</b>	<b>21.77</b>	45.96
<b>NET GAIN ON SALE OF INVESTMENTS</b>		
Realised Gain	<b>36.16</b>	7 42.64
Unrealised Gain	<b>55.70</b>	0.96
<b>INTEREST INCOME</b>		
Interest Income on Bonds	<b>14 08.75</b>	4 75.39
Interest on Fixed Deposit	-	2.54
<b>OTHER NON OPERATING INCOME</b>	<b>0.08</b>	-
<b>Total</b>	<b><u>15 22.46</u></b>	<b><u>12 67.49</u></b>

19.1 Above Other Income comprises of assets measured at cost ₹ Nil (Previous Year ₹ 2.54 Lakh), Fair Value Through Profit or Loss ₹ 1 13.69 Lakh (Previous Year ₹ 78.81 Lakh), Fair Value Through Other Comprehensive Income ₹ 14 08.75 Lakh (Previous Year ₹ 11 86.14 Lakh), and Other Non-Operating Income ₹ 0.08 Lakh (Previous Year ₹ Nil).

20 EMPLOYEE BENEFITS EXPENSE	(₹ in Lakh)	
	2018-19	2017-18
Salaries and Wages	<b>22 74.50</b>	20 64.26
Contribution to Provident Fund and Other Funds	<b>1 24.10</b>	1 16.99
Staff Welfare Expenses	<b>80.63</b>	93.03
<b>Total</b>	<b><u>24 79.23</u></b>	<b><u>22 74.28</u></b>

### 20.1 As per Indian Accounting Standard 19 "Employee benefits", the disclosures as defined are given below:

#### Defined Contribution Plan

Contribution to Defined Contribution Plan, recognised as expense for the year is as under: (₹ in Lakh)

Particulars	2018-19	2017-18
Employer's Contribution to Provident Fund	<b>67.84</b>	63.19
Employer's Contribution to Superannuation Fund	<b>1.90</b>	2.52
Employer's Contribution to Pension Scheme	<b>14.14</b>	18.79

The Company's Provident Fund is exempted under Section 17 of Employee's Provident Fund and Miscellaneous Provisions Act, 1952.

#### Defined Benefit Plan

#### I. Reconciliation of Opening and Closing Balances of Defined Benefit Obligation

	(₹ in Lakh)	
	<b>Gratuity (Funded)</b>	
	<b>2018-19</b>	2017-18
Defined Benefit Obligation at beginning of the year	<b>5 74.75</b>	5 31.49
Interest Cost	<b>45.95</b>	39.62
Current Service Cost	<b>28.75</b>	27.59
Benefits Paid	<b>( 10.97)</b>	( 19.14)
Actuarial (Gain)/ Loss	<b>( 7.37)</b>	( 4.81)
Defined Benefit Obligation at year end	<b>6 31.11</b>	5 74.75

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

### II. Reconciliation of Opening and Closing Balances of Fair Value of Plan Assets

(₹ in Lakh)

	<b>Gratuity (Funded)</b>	
	<b>2018-19</b>	2017-18
Fair Value of Plan Assets at beginning of the year	5 74.75	5 31.49
Expected Return on Plan Assets	46.39	46.05
Employer Contribution	20.94	16.35
Benefits Paid	( 10.97)	( 19.14)
Fair Value of Plan Assets at year end	<b>6 31.11</b>	5 74.75

### III. Reconciliation of Fair Value of Assets and Obligations

(₹ in Lakh)

	<b>Gratuity (Funded)</b>	
	<b>2018-19</b>	2017-18
Present Value of Obligation at the end of the Period	<b>(6 31.11)</b>	(5 74.75)
Fair Value of Plan Assets at the end of the Period	<b>6 31.11</b>	5 74.75
Funded Status (Surplus/(Deficit))	-	-
Amount recognized in Balance Sheet Surplus/ (Deficit)	-	-

### IV. Expenses recognised during the year

(₹ in Lakh)

	<b>Gratuity (Funded)</b>	
	<b>2018-19</b>	2017-18
<b>In Income Statement</b>		
Current Service Cost	28.75	27.59
Interest Cost on Benefit Obligation	-	-
Expected Return on Plan Assets	-	-
Actuarial (Gain)/ Loss recognised in the year	-	-
<b>Net Cost</b>	<b>28.75</b>	27.59
<b>In Other Comprehensive Income</b>		
Actuarial (Gain)/ Loss on Obligation For the Period	( 7.37)	( 4.81)
Return on Plan Assets, Excluding Interest Income	( 0.44)	( 6.43)
<b>Net (Income)/ Expense for the year recognised in OCI</b>	<b>( 7.81)</b>	( 11.24)

### V. Investment Details

	As at <b>31st March, 2019</b>		As at 31st March, 2018	
	₹ in Lakh	% Invested	₹ in Lakh	% Invested
	Insurance Policies	<b>6 31.11</b>	<b>100</b>	5 74.75

### VI. Actuarial Assumptions

(₹ in Lakh)

	<b>Gratuity (Funded)</b>	
	<b>2018-19</b>	2017-18
	<b>2006-08</b>	2006-08
	<b>(Ultimate)</b>	(Ultimate)
Discount Rate (per annum)	8.00%	8.00%
Expected Rate of Return on Assets (per annum)	8.00%	8.00%
Rate of Escalation in Salary (per annum)	6.00%	6.00%
Rate of Employee Turnover (per annum)	2.00%	2.00%

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The Expected Rate of Return on Plan Assets is determined considering several applicable factors, mainly the composition of Plan assets held, assessed risks, historical results of return on Plan assets and the Company's policy for Plan Assets Management.

**VII.** The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2018-19

### VIII. Sensitivity Analysis

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonably possible changes of the assumptions occurring at end of the reporting period, while holding all other assumptions constant. The result of Sensitivity analysis is given below:

(₹ in Lakh)

Particulars	31st March, 2019		31st March, 2018	
	Decrease	Increase	Decrease	Increase
(Delta Effect of (-/+ ) 0.5%) Change in Discounting Rate	23.12	(21.84)	22.12	( 20.84)
(Delta Effect of (-/+ ) 0.5%) Change in Rate of Salary Increase	(22.35)	23.46	( 21.32)	22.45
(Delta Effect of (-/+ ) 0.5%) Change in Rate of Employee Turnover	(1.65)	1.60	( 1.74)	1.68

These plans typically expose the Company to actuarial risks such as: Investment Risk, Interest Risk, Longevity Risk and Salary Risk.

**Investment risk:** The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

**Interest risk:** A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan debt investments.

**Longevity risk:** The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

**Salary risk:** The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

### 21 OTHER EXPENSES

(₹ in Lakh)

	2018-19	2017-18
<b>Establishment Expenses</b>		
Stores and Packing Materials	1 15.68	76.46
Repairs and Maintenance	5 34.71	6 88.54
Operating Expenses	20 56.66	20 94.01
Electricity Expenses	15.24	17.58
Rent	10 38.78	10 54.68
Rates and Taxes	48.86	26.71
Insurance	1 14.45	1 11.38
Professional Fees	6 56.75	5 59.72
Exchange Differences (Net)	( 1.52)	-
Travelling and Conveyances	1 05.94	1 17.17
Charity and Donation	50.00	70.00
Miscellaneous Expenses	1 29.87	1 44.94
Payment to Auditors	16.50	14.90
<b>Total</b>	<b>48 81.92</b>	<b>49 76.09</b>

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

### 21.1 PAYMENT TO AUDITORS AS

	2018-19	2017-18
(a) Statutory Audit Fees	15.00	13.50
(b) Certification and Consultation Fees	1.50	1.40
<b>Total</b>	<b>16.50</b>	<b>14.90</b>

### 21.2 CORPORATE SOCIAL RESPONSIBILITY (CSR)

- a) CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the Company during the year is ₹ 36.89 Lakh (Previous Year ₹ 43.56 Lakh)
- b) Expenditure related to Corporate Social Responsibility is ₹ 50 Lakh (Previous Year ₹ 70 Lakh).

#### Details of amount spent towards CSR given below:

	2018-19	2017-18
Health Care, including Preventive Health Care	50.00	70.00
<b>Total</b>	<b>50.00</b>	<b>70.00</b>

c) Total ₹ 50 Lakh (Previous Year ₹ 70 Lakh) is spent through Reliance Foundation.

### 22 EARNINGS PER SHARE (EPS)

	2018-19	2017-18
i) <b>Face Value per Equity Share (₹)</b>	10.00	10.00
ii) <b>Basic and Diluted Earnings per Share (₹)</b>	5.16	6.45
iii) Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakh)	7 79.03	9 74.08
iv) Weighted Average number of Equity Shares used as denominator for calculating basic and diluted EPS	1,51,00,000	1,51,00,000

### 23 RELATED PARTIES DISCLOSURE

As per Ind AS 24, the disclosures of transactions with the related parties are given below:

#### i) List of Related Parties where control exists and Relationships:

Sr. No.	Name of the Related Party	Relationship
1	Reliance Industries Limited	Entity Exercising Significant Influence
2	Reliance Europe Limited	Associate
3	Shri Dilip V. Dherai	Key Managerial Personnel
4	Shri Salil Kumar Mishra	Key Managerial Personnel
5	Shri Shailesh Dholakia	Key Managerial Personnel

#### ii) Transactions during the year with related parties

Sr. No.	Nature of Transactions (Excluding Reimbursements)	Entity Exercising Significant Influence	Associate	Key Managerial Personnel	Total
1	Income from Operations	61 08.17 64 38.35	-	-	61 08.17 64 38.35
2	Purchase of Property, Plant and Equipment and other expenses	4.96 21.37	-	-	4.96 21.37

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

Sr. No.	Nature of Transactions (Excluding Reimbursements)	Entity Exercising Significant Influence	Associate	Key Managerial Personnel	Total
3	Other Income				
	Dividend from Long Term Investments	<b>20.64</b>	-	-	<b>20.64</b>
		<i>18.92</i>	-	-	<i>18.92</i>
4	Expenditure				
	Payment to Key Managerial Personnel	-	-	<b>2 50.67</b>	<b>2 50.67</b>
		-	-	<i>2 06.41</i>	<i>2 06.41</i>

**Note:** Figures in italic represents Previous Year's amounts

### iii) Balances as at 31st March, 2019 (₹ in Lakh)

	Relationship	As at 31st March, 2019	As at 31st March, 2018
<b>1 Investments</b>			
Reliance Industries Limited	Entity Exercising Significant Influence	<b>58.34</b>	58.34
Reliance Europe Limited	Associate	<b>3 93.38</b>	3 93.38
<b>2 Trade receivables</b>			
Reliance Industries Limited	Entity Exercising Significant Influence	<b>9 05.37</b>	13 57.87
<b>3 Trade Payables</b>			
Reliance Industries Limited	Entity Exercising Significant Influence	-	21.37

### iv) Disclosure in Respect of Major Related Party Transactions during the year: (₹ in Lakh)

Particulars	Relationship	As at 31st March, 2019	As at 31st March, 2018
<b>1 Income from Operations</b>			
Reliance Industries Limited	Entity Exercising Significant Influence	<b>61 08.17</b>	64 38.35
<b>2 Purchase of Fixed Assets &amp; Other expenses</b>			
Reliance Industries Limited	Entity Exercising Significant Influence	<b>4.96</b>	21.37
<b>3 Other Income</b>			
Reliance Industries Limited	Entity Exercising Significant Influence	<b>20.64</b>	18.92
<b>4 Payment to Key Managerial Personnel</b>			
Shri Dilip V. Dherai	Key Managerial Personnel	<b>1 06.23</b>	82.26
Shri Salil Kumar Mishra	Key Managerial Personnel	<b>63.40</b>	55.70
Shri Shailesh Dholakia	Key Managerial Personnel	<b>81.04</b>	68.45

### 23.1 COMPENSATION OF KEY MANAGERIAL PERSONNEL

The compensation of director and other members of key Managerial Personnel during the year was as follows :

	2018-19	2017-18
i) Short term benefits	<b>2 41.60</b>	1 99.51
ii) Post employment benefits	<b>9.07</b>	6.90
iii) Other long term benefits	-	-
iv) Share based Payments	-	-
v) Termination Benefits	-	-
<b>Total</b>	<b>2 50.67</b>	2 06.41

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

- 24** Income Tax assessments of the Company have been completed up to Assessment Year 2016-17. There is no contingent liability pertaining to Income Tax.
- 25** Estimated amount of contracts remaining to be executed on capital account is ₹ NIL (Previous Year ₹ NIL) and not provided for (net of advances).

### 26 CAPITAL MANAGEMENT

The Company manages its capital to ensure that it will continue as going concern while maximising the return to stakeholders. The Company manages its capital structure and make adjustment in light of changes in business condition. The overall strategy remains unchanged as compare to last year.

#### Net Gearing Ratio

There is no Debt in the Company as on 31.03.2019 and 31.03.2018. Thus, Net Gearing Ratio is NIL as on 31.03.2019 and 31.03.2018.

### 27 FINANCIAL INSTRUMENTS

#### A. Fair Value Measurement Hierarchy

Particulars	As at 31st March, 2019				As at 31st March, 2018			
	Carrying amount	Level of Input used in			Carrying amount	Level of Input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>Financial Assets</b>								
<b>At Amortised Cost</b>								
Trade Receivables	14 39.66	-	-	-	18 50.25	-	-	-
Cash and Bank Balances	1 53.78	-	-	-	1 99.42	-	-	-
<b>At FVTPL</b>								
Investments	22 62.82	22 62.82	-	-	8 80.96	8 80.96	-	-
<b>At FVTOCI</b>								
Investments	233 72.84	76 87.40	156 85.44	-	218 70.51	119 44.78	99 25.73	-
<b>Financial Liabilities</b>								
<b>At Amortised Cost</b>								
Trade Payables	15 07.01	-	-	-	18 64.78	-	-	-
Other Financial Liabilities	1 08.36	-	-	-	1 18.35	-	-	-

The financial instruments are categorized into three levels based on the inputs used to arrive at fair value measurements as described below:

**Level 1:** Quoted prices (unadjusted) in active markets for identical assets or liabilities;

**Level 2:** Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly and

**Level 3:** Inputs based on unobservable market data.

#### Valuation Methodology

All financial Instruments are initially recognised and subsequently re-measured at fair value as described below:

- The fair value of investments in quoted Equity Shares, Bonds and Mutual Funds is measured at quoted price or NAV.
- All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date.

#### B. Financial Risk management

##### Liquidity Risk

Liquidity risk is the risk that suitable sources of funding for the company's business activities may not be available. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due, so that the company is not forced to obtain funds at higher rates. The Company monitors rolling forecasts of the Company's cash flow position and ensure that the Company is able to meet its financial obligation at all times including contingencies.

## Notes to the Standalone Financial Statements for the year ended 31st March, 2019

### Credit Risk

Credit risk is the risk that a customer or counterparty to a financial instrument fails to perform or pay amounts due causing financial loss to the company. It arises from cash and cash equivalents, derivative financial instruments, deposits from financial institutions and principally from credit exposures to customers relating to outstanding receivables. The Company deals with highly rated counterparties.

- 28** The Company is mainly engaged in 'Infrastructure Activity' catering to Indian customers. All the activities of the Company revolve around this main business. Accordingly, the Company has only one identifiable segment reportable under Ind AS 108 "Operating Segment". The Executive Director (the 'Chief Operational Decision Maker as defined in IND AS 108 – Operating Segments) monitors the operating results of the entity's business for the purpose of making decisions about resource allocation and performance assessment.

Revenue of ₹ 61 08.17 Lakh ( Previous Year ₹ 64 38.35 Lakh ) arose from Sale of Sevices to Reliance Industries Limited (Entity exercising significant influence, the largest customer), Revenue of ₹ 19 03.23 Lakh ( Previous Year ₹ 19 24.43 Lakh ) arose from Sale of Services to Reliance Corporate IT Park Limited. No other single customer contributed 10% or more to the Company's revenue for both FY 2018-19 and FY 2017-18.

### 29 DETAILS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED DURING THE YEAR COVERED UNDER SECTION 186 (4) OF THE COMPANIES ACT, 2013

- i) Loans given ₹ NIL (Previous Year ₹ NIL)
- ii) Investments made Refer Note 2 - Investments - Non-Current.
- iii) Guarantees given and Securities provided by the Company in respect of loan ₹ NIL (Previous Year ₹ NIL)

### 30 EVENTS AFTER THE REPORTING PERIOD

The Board of Directors have recommended payment of dividend of ₹ 3/- per fully paid up equity share of ₹ 10/- each, aggregating ₹ 546 Lakh, including ₹ 93 Lakh dividend distribution tax for the financial year 2018-19, which is based on relevant share capital as on 31st March, 2019, subject to members approval at the ensuing 31st Annual General Meeting.

- 31** The figures for the corresponding previous year have been regrouped/ reclassified wherever necessary, to make them comparable.

### 32 APPROVAL OF FINANCIAL STATEMENTS

The Financial Statements were approved for issue by the Board of Directors at its meeting held on 15th April, 2019.

As per our Report of even date

#### For D T S & Associates

Chartered Accountants  
(Registration No. 142412W)

#### Ashish G Mistry

Partner  
(Membership No. 132639)

Mumbai

Date: 15th April, 2019

For and on behalf of the board

**Mahesh K. Kamdar** Chairman

**Chandra Raj Mehta**  
**Sandeep H. Junnarkar**  
**Bhama Krishnamurthy** } Directors

**Dilip V. Dherai** Executive Director  
**Shailesh Dholakia** Company Secretary  
**Salil Mishra** Chief Financial Officer

**CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31ST MARCH, 2019**



## Independent Auditor's Report

### To the Members of RELIANCE INDUSTRIAL INFRASTRUCTURE LIMITED

#### Report on the Audit of Consolidated Financial Statements

#### Opinion

We have audited the accompanying Consolidated Financial Statements of **Reliance Industrial Infrastructure Limited** ("the Company") and its associate company, comprising the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the Consolidated State of Affairs of the Company, its associate as at March 31, 2019, their Consolidated Profit (including Other Comprehensive Income), their Consolidated Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SA") specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the key audit matter
Revenue Recognition	Our audit procedures, considering the significant risk of material misstatement related to revenue recognition, included amongst others :
Refer to note 18 of the Consolidated Financial Statements	
Revenue from contracts with customers is recognised when services are rendered to the customer at an amount that reflects the consideration entitled in exchange for those services which will be due upon satisfaction of performance obligations.	- assessing the application of company's accounting policies over revenue recognition and comparing the accounting policies over revenue recognition with applicable accounting standards;
The company focuses on revenue as a key performance measure which could create an incentive for revenue to be recognized before the services are rendered or non-satisfaction of performance obligations or consideration is not measurable.	- testing the revenue recognized including testing of company's controls on revenue recognition.
Revenue recognition was determined to be a key audit matter and a significant risk of material misstatement due to the aforesaid risk related to the recognition of revenue	- Our testing included tracing the information of revenue recognised to agreements and receipts.
	- assessing the revenue recognized with substantive analytical procedures, and
	- assessing the company's disclosures on revenue recognition.
	Based on above procedures, we conclude that recognition of the revenue for the year is appropriate

#### INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements, and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the Consolidated Financial Position, Consolidated Financial Performance (including Other Comprehensive Income), Consolidated Cash Flow Statement and Consolidated Statement Of Changes in Equity of the Company including its associates in accordance with the Ind AS and other accounting principles generally accepted in India.

The Board of Directors of the Company and of its associate are responsible for maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and of its associate and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and fair presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Board of Directors of the Company, as aforesaid.

In preparing the Consolidated Financial Statements, the Board of Directors of the Company and of its associate are responsible for assessing the Company and of its associate ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors of the Company and of its associate are responsible for overseeing the financial reporting process of the Company and of its associate.

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or

error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information or business activities of the Company and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

## Independent Auditor's Report

We communicate with those charged with governance of the Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

The consolidated financial statements include the Company's share of net profit of ₹ 152.62 Lakh for the year ended 31st March, 2019, as considered in the consolidated financial statements, in respect of one associate, whose financial statements have not been audited by us. This financial statement have been audited by other auditor whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of an associate and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on the reports of the other auditor.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and the reports of the other auditors;
  - c) The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements;

- d) In our opinion, the aforesaid Consolidated Financial Statements comply with the accounting standards specified under section 133 of the Act;
- e) On the basis of written representations received from the directors of the Company as on March 31, 2019 taken on record by the Board of Directors of the Company, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rules 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the associate, as noted in "Other Matters" paragraph:
  - i. The Company does not have any pending litigations which would impact on its Consolidated Financial Position.
  - ii. The Company and its associate did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company except Rs. 1.36 Lakh, which are held in abeyance due to pending legal cases.

For **D T S & Associates**  
Chartered Accountants  
(Firm registration number: 142412W)

**Ashish G. Mistry**  
**Partner**  
Membership No.: 132639  
Place: Mumbai  
Date: April 15, 2019

## “Annexure A” to the Independent Auditors’ Report

**(Referred to in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)**

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **Reliance Industrial Infrastructure Limited** (“the Company”) as of March 31, 2019 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting with reference to these consolidated financial statements included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting with reference to these consolidated financial statements.

**Meaning of Internal Financial Controls Over Financial Reporting With Reference To These Consolidated Financial Statements**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting with reference to these consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company ; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference To These Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls system over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

**Other Matters**

Our aforesaid reports under Section 143(3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements is based solely on our report on the Standalone Financial Statement of the Company for the year ended 31st March, 2019, since it did not have any subsidiary companies, associate companies or jointly controlled companies which are incorporated in India as on that date.

**For D T S & Associates**

Chartered Accountants

(Firm registration number: 142412W)

**Ashish G. Mistry**

**Partner**

Membership No.: 132639

Place: Mumbai

Date: April 15, 2019

**Consolidated Balance Sheet as at 31st March, 2019**

(₹ in Lakh)

	Notes	As at 31st March, 2019	As at 31st March, 2018
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	1	50 73.05	53 80.56
Capital Work-in-Progress	1	3 56.43	5 92.75
Intangible Assets	1	27 37.92	35 05.13
Financial Assets			
Investments	2	269 76.06	253 21.11
Other Non Current Assets	3	2 25.00	2 25.00
<b>Total Non-Current Assets</b>		<b>353 68.46</b>	350 24.55
<b>Current Assets</b>			
Inventories	4	2 51.68	1 77.26
Financial Assets			
Investments	5	22 62.82	8 80.96
Trade Receivables	6	14 39.66	18 50.25
Cash and Cash Equivalents	7	1 53.78	1 99.42
Other Financial Assets	8	7 74.59	7 74.59
Current Tax Assets (Net)	9	4 46.80	3 11.41
Other Current Assets	10	3 04.49	5 85.14
<b>Total Current Assets</b>		<b>56 33.82</b>	47 79.03
<b>Total Assets</b>		<b>410 02.28</b>	<b>398 03.58</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	11	15 10.00	15 10.00
Other Equity	12	355 58.54	338 93.96
<b>Total Equity</b>		<b>370 68.54</b>	354 03.96
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
Deferred Tax Liabilities (Net)	13	17 40.16	18 84.27
<b>Total Non-Current Liabilities</b>		<b>17 40.16</b>	18 84.27
<b>Current Liabilities</b>			
Financial Liabilities			
Trade Payables due to :			
Micro and Small Enterprise	14	21.89	43.09
Other than Micro and Small Enterprise		14 85.12	18 21.69
Other Financial Liabilities	15	1 08.36	1 18.35
Other Current Liabilities	16	4 12.29	3 73.15
Provisions	17	1 65.92	1 59.07
<b>Total Current Liabilities</b>		<b>21 93.58</b>	25 15.35
<b>Total Liabilities</b>		<b>39 33.74</b>	43 99.62
<b>Total Equity and Liabilities</b>		<b>410 02.28</b>	<b>398 03.58</b>
Significant Accounting Policies			
See accompanying Notes to the Financial Statements			
		1 to 35	

As per our Report of even date

**For D T S & Associates**Chartered Accountants  
(Registration No. 142412W)**Ashish G Mistry**Partner  
(Membership No. 132639)

Mumbai

Date: 15th April, 2019

For and on behalf of the board

**Mahesh K. Kamdar**

Chairman

**Chandra Raj Mehta  
Sandeep H. Junnarkar  
Bhama Krishnamurthy** }

Directors

**Dilip V. Dherai  
Shailesh Dholakia  
Salil Mishra**Executive Director  
Company Secretary  
Chief Financial Officer

## Consolidated Statement of Profit and Loss for the year ended 31st March, 2019

		(₹ in Lakh)	
	Notes	2018-19	2017-18
<b>INCOME</b>			
Income from Services		<b>99 09.38</b>	103 92.67
Less: Service Tax / GST Recovered		<b>14 50.80</b>	15 05.60
<b>Revenue from Operations</b>	<b>18</b>	<b>84 58.58</b>	<b>88 87.07</b>
Other Income	19	<b>15 22.46</b>	12 67.49
<b>Total Income</b>		<b>99 81.04</b>	101 54.56
<b>EXPENSES</b>			
Employee Benefits Expense	20	<b>24 79.23</b>	22 74.28
Depreciation and Amortisation Expense	1	<b>14 20.32</b>	13 90.72
Other Expenses	21	<b>48 81.92</b>	49 76.09
<b>Total Expenses</b>		<b>87 81.47</b>	86 41.09
<b>Profit Before Share of Profit/ (Loss) of Associate and Tax</b>		<b>11 99.57</b>	15 13.47
Share of Profit / (Loss) of Associate		<b>1 52.62</b>	1 13.19
<b>Profit before Tax</b>		<b>13 52.19</b>	16 26.66
<b>Tax Expenses</b>			
Current Tax	9.1	<b>7 02.00</b>	7 84.51
Deferred Tax	13	<b>(2 81.46)</b>	(2 45.12)
		<b>4 20.54</b>	5 39.39
<b>Profit for the Year</b>		<b>9 31.65</b>	10 87.27
<b>Other Comprehensive Income</b>			
<b>i) Items that will not be reclassified to Profit or Loss</b>			
Gain/ (Loss) on Equity Investments at Fair Value Through Other Comprehensive Income		<b>16 02.09</b>	7 38.04
Remeasurement of Defined Benefit Plan		<b>7.81</b>	11.24
<b>ii) Income tax relating to items that will not be reclassified to profit or loss</b>			
		<b>(1 63.31)</b>	(3.89)
<b>iii) Items that will be reclassified to profit or loss</b>			
Gain/(Loss) on Debt Investments at Fair Value Through Other Comprehensive Income		<b>(99.77)</b>	(27.65)
<b>iv) Income tax relating to items that will be reclassified to Profit or Loss</b>			
		<b>23.24</b>	6.20
<b>Total Other Comprehensive Income for the year (Net of Tax)</b>		<b>13 70.06</b>	7 23.94
<b>Total Comprehensive Income for the year</b>		<b>23 01.71</b>	18 11.21
<b>Earnings per equity share of face value of ₹ 10 each</b>			
Basic and Diluted (in ₹)	22	<b>6.17</b>	7.20
Significant Accounting Policies			
See accompanying Notes to the Financial Statements	1 to 35		

As per our Report of even date

**For D T S & Associates**  
Chartered Accountants  
(Registration No. 142412W)

**Ashish G Mistry**  
Partner  
(Membership No. 132639)

Mumbai  
Date: 15th April, 2019

For and on behalf of the board

**Mahesh K. Kamdar** Chairman

**Chandra Raj Mehta**  
**Sandeep H. Junnarkar**  
**Bhama Krishnamurthy** } Directors

**Dilip V. Dherai** Executive Director  
**Shailesh Dholakia** Company Secretary  
**Salil Mishra** Chief Financial Officer

## Consolidated Statement of Changes in Equity for the year ended 31st March, 2019

A. Equity Share Capital					(₹ in Lakh)
	Balance as at 1st April, 2017	Change during the year 2017-18	Balance as at 31st March, 2018	Change during the year 2018-19	Balance as at 31st March, 2019
	15 10.00	-	15 10.00	-	15 10.00

B. Other Equity							(₹ in Lakh)
	Balance as at	Total Comprehensive Income for the year	Transfer to/ (from) Retained Earnings	Dividend paid on Equity Shares	Tax on Dividend paid to Equity Shares		Balance as at
As on 31st March, 2019	1st April, 2018		FY 2018-19				31st March, 2019
<b>Reserves and Surplus</b>							
Capital Reserve	29 52.96	-	-	-	-		29 52.96
Securities Premium	9 60.00	-	-	-	-		9 60.00
General Reserve	193 00.00	-	300.00	-	-		196 00.00
Retained Earnings	76 73.78	9 31.65	(3 00.00)	(528.50)	(1 08.63)		76 68.30
<b>Other Comprehensive Income</b>							
Equity Instruments through OCI	29 99.45	14 41.52	-	-	-		44 40.97
Remeasurement of Defined Benefit Plan	( 54.52)	5.07	-	-	-		( 49.45)
Debt Instruments through OCI	62.29	( 76.53)	-	-	-		( 14.24)
<b>Total</b>	<b>338 93.96</b>	<b>23 01.71</b>	<b>-</b>	<b>(5 28.50)</b>	<b>(1 08.63)</b>		<b>355 58.54</b>

							(₹ in Lakh)
As on 31st March, 2018	1st April, 2017		FY 2017-18				31st March, 2018
<b>Reserves and Surplus</b>							
Capital Reserve	29 52.96	-	-	-	-		29 52.96
Securities Premium	9 60.00	-	-	-	-		960.00
General Reserve	190 00.00	-	3 00.00	-	-		193 00.00
Retained Earnings	75 22.61	10 87.27	(300.00)	(5 28.50)	(1 07.60)		76 73.78
<b>Other Comprehensive Income</b>							
Equity Instruments through OCI	22 61.41	7 38.04	-	-	-		29 99.45
Remeasurement of Defined Benefit Plan	( 61.87)	7.35	-	-	-		( 54.52)
Debt Instruments through OCI	83.74	( 21.45)	-	-	-		62.29
<b>Total</b>	<b>327 18.85</b>	<b>18 11.21</b>	<b>-</b>	<b>(5 28.50)</b>	<b>(1 07.60)</b>		<b>338 93.96</b>

As per our Report of even date

**For DTS & Associates**Chartered Accountants  
(Registration No. 142412W)**Ashish G Mistry**Partner  
(Membership No. 132639)

Mumbai

Date: 15th April, 2019

For and on behalf of the board

**Mahesh K. Kamdar**

Chairman

**Chandra Raj Mehta  
Sandeep H. Junnarkar  
Bhama Krishnamurthy** }

Directors

**Dilip V. Dherai  
Shailesh Dholakia  
Salil Mishra**Executive Director  
Company Secretary  
Chief Financial Officer

**Consolidated Cash Flow Statement for the year ended 31st March, 2019**

	(₹ in Lakh)	
	2018-19	2017-18
<b>A: CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit before Tax as per Statement of Profit and Loss</b>	<b>13 52.19</b>	16 26.66
<b>Adjusted for:</b>		
Depreciation and Amortisation Expense	<b>14 20.32</b>	13 90.72
(Profit)/ Loss on Sale/ Fair value of Investments (Net)	<b>( 91.86)</b>	(7 43.60)
Share in Income of Associate	<b>(1 52.62)</b>	(1 13.19)
Interest Income	<b>(14 08.75)</b>	(4 77.93)
Dividend Income	<b>( 21.77)</b>	( 45.96)
	<u><b>(2 54.68)</b></u>	<u>10.04</u>
	<b>10 97.51</b>	16 36.70
<b>Operating Profit before Working Capital Changes</b>		
<b>Adjusted for:</b>		
Trade and Other Receivables	<b>14 65.83</b>	( 97.94)
Inventories	<b>( 74.42)</b>	9.88
Trade and Other Payables	<b>(3 38.67)</b>	4 48.60
	<u><b>10 52.74</b></u>	<u>3 60.54</u>
<b>Cash Generated from Operations</b>	<b>21 50.25</b>	19 97.24
Taxes Paid (Net)	<b>(8 40.13)</b>	(7 58.71)
<b>Net Cash flow from Operating Activities*</b>	<u><b>13 10.12</b></u>	<u>12 38.53</u>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property, Plant and Equipment and Intangible Assets	<b>(2 11.27)</b>	(2 43.02)
Proceeds from disposal of Property, Plant and Equipment and Intangible assets	<b>36.60</b>	69.94
Purchase of Investments	<b>(40 00.00)</b>	(449 70.11)
Proceeds from Sale of Investments	<b>27 10.00</b>	442 65.87
Interest received	<b>7 29.26</b>	1 02.23
Dividend Income	<b>21.77</b>	45.96
<b>Net Cash flow used in Investing Activities</b>	<u><b>(7 13.64)</b></u>	<u>(7 29.13)</u>
<b>C: CASH FLOW FROM FINANCING ACTIVITIES</b>		
Dividend Paid (Including Dividend Distribution Tax)	<b>(6 42.12)</b>	(6 31.06)
<b>Net Cash flow used in Financing Activities</b>	<u><b>(6 42.12)</b></u>	<u>(6 31.06)</u>
<b>Net Decrease in Cash and Cash Equivalents</b>	<b>( 45.64)</b>	(1 21.66)
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>1 99.42</b>	3 21.08
<b>Closing Balance of Cash and Cash Equivalents (Refer Note "7")**</b>	<u><b>1 53.78</b></u>	<u>1 99.42</u>

\* Amount spent in cash towards Corporate Social Responsibility is ₹ 50 Lakh (Previous year ₹ 70 Lakh)

\*\* Include towards Unclaimed Dividend of ₹ 1 02.71 Lakh ( Previous year ₹ 1 07.70 Lakh)

As per our Report of even date

**For D T S & Associates**  
Chartered Accountants  
(Registration No. 142412W)

**Ashish G Mistry**  
Partner  
(Membership No. 132639)

Mumbai  
Date: 15th April, 2019

For and on behalf of the board

**Mahesh K. Kamdar** Chairman

**Chandra Raj Mehta**  
**Sandeep H. Junnarkar**  
**Bhama Krishnamurthy** } Directors

**Dilip V. Dherai** Executive Director  
**Shailesh Dholakia** Company Secretary  
**Salil Mishra** Chief Financial Officer



## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

### A. CORPORATE INFORMATION

The Consolidated Financial Statements comprise Financial Statements of Reliance Industrial Infrastructure Limited ("the Company") and its associates (collectively referred to as "the Group") for the year ended 31st March, 2019.

The Group is mainly engaged in "Infrastructure and Support Services Activities".

### B. SIGNIFICANT ACCOUNTING POLICIES

#### B.1 BASIS OF PREPARATION AND PRESENTATION

The Consolidated Financial Statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value:

- (i) Certain financial assets and liabilities.
- (ii) Defined benefit plans - plan assets.

The Consolidated Financial Statements of the Group have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

The Consolidated Financial Statements comprises of Reliance Industrial Infrastructure Limited and its associates being the entities that it controls. Control is assessed in accordance with the requirement of Ind AS 110- Consolidated Financial Statements.

With effect from 1st April, 2018, Ind AS 115 - "Revenue from Contracts with Customers" (Ind AS 115) supersedes Ind AS -18 - "Revenue" and related Appendices. The Group has adopted Ind AS 115 using the modified retrospective approach. The application of Ind AS 115 did not have any material impact on recognition and measurement principles. However, it results in additional presentation and disclosure requirements for the Group.

The Consolidated Financial Statements are presented in Indian Rupees (₹), and all values are rounded to the nearest Lakh (₹ 00,000), except when otherwise indicated.

#### B.2 PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements have been prepared on the following basis:

- (1) Investment in Associate Companies has been accounted under the equity method as per Indian Accounting Standard (IND AS 28) - "Investments in Associates and Joint Ventures".
- (2) The Company accounts for its share of post-acquisition changes in net assets of associate, after eliminating unrealised profits and losses resulting from transactions between the Company and its associate to the extent of its share, through its Consolidated Profit and Loss Statement, to the extent such change is attributable to the associate's Profit and Loss Statement and through its reserves for the balance based on available information.
- (3) As far as possible, the Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.
- (4) Investments other than in associate have been accounted as per relevant Indian Accounting Standard.

#### B.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### (a) Current and Non-Current Classification

The Group presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

An asset is treated as Current when it is -

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

A liability is treated as current when :

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities

### (b) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Property, Plant and Equipment which are significant to the total cost of that item of Property, Plant and Equipment and having different useful life are accounted separately.

Other Indirect Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

Depreciation on Property, Plant and Equipment is provided based on useful life of the assets prescribed in Schedule II to the Companies Act, 2013 except that:

- (i) the cost of Leasehold Land is amortised over the period of lease.
- (ii) cost of Pipeline Corridor Structure is amortised over the residual life of the asset.

The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Consolidated Statement of Profit and Loss when the asset is derecognised

### (c) Leases

Leases are classified as finance leases whenever the terms of the lease, transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating lease.

**Leased Assets:** Assets held under finance leases are initially recognised as Assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in Consolidated Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset ranging from 18 years to 99 years. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the lower of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the Consolidated Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

### (d) Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable for preparing the asset for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Intangible Assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Other Indirect expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Intangible Assets Under Development.

Gains or losses arising from derecognition of an Intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Consolidated Statement of Profit and Loss when the asset is derecognised.

Intangible Assets comprising of Software are amortised over the period of 5 to 10 years.

### (e) Cash and Cash Equivalents

Cash and cash equivalents comprise of cash on hand, cash at banks, short-term deposits and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### (f) Inventories

Items of Inventories are measured at lower of cost and net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing them to their respective present location and condition. Cost of Inventories is determined on weighted average basis.

### (g) Impairment of Non-Financial Assets - Property Plant and Equipment and Intangible Assets

The Group assesses at each reporting date as to whether there is any indication that any Property, Plant and Equipment and Intangible Assets or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Consolidated Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

### (h) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### (i) Employee Benefits Expense

#### Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

### Post-Employment Benefits

#### Defined Contribution Plans

The Group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

#### Defined Benefit Plans

The Group pays gratuity to the employees who have completed five years of service at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective Income Tax authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of Defined Benefit Plans in respect of post-employment are charged to the Other Comprehensive Income.

### (j) Tax Expenses

The tax expense for the period comprises of Current Tax and Deferred Income Tax. Tax is recognised in Consolidated Statement of Profit and Loss, except to the extent that it relates to items recognised in the Other Comprehensive Income or in Equity. In which case, the tax is also recognised in Other Comprehensive Income or Equity.

#### i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the Taxation authorities, based on tax rates and laws that are enacted at the Balance sheet date.

#### ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets are recognised to the extent it is probable that the taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

### (k) Foreign Currencies Transactions and Translation

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Consolidated Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalized as cost of assets.

### (l) Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. The Company is generally the principal as it typically controls the goods or services before transferring them to the customer.

Revenue from rendering of services is recognised over time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

Revenue is measured at the amount of consideration which the company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognized when it becomes unconditional. Generally, the credit period varies between 0-30 days from the delivery of goods or services as the case may be.

### Contract Balances :

#### Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional.

#### Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

#### Interest income

Interest Income from a Financial Asset is recognised using effective interest rate method.

#### Dividend Income

Dividend Income is recognised when the Group's right to receive the amount has been established.

### (m) Financial Instruments

#### (i) Financial Assets

##### A. Initial Recognition and Measurement

All Financial Assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at Fair Value Through Profit or Loss, are adjusted to the fair value on initial recognition. Purchase and sale of Financial Assets are recognised using trade date accounting.

##### B. Subsequent measurement

###### a) Financial Assets measured at Amortised Cost (AC)

A Financial Asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represents solely payments of principal and interest on the principal amount outstanding.

###### b) Financial Assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)

A Financial Asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represents solely payments of principal and interest on the principal amount outstanding.

###### c) Financial Assets measured at Fair Value Through Profit or Loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL.

Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments

##### C. Investment in Associates

The Group has accounted for its investments in associates at cost.

##### D. Other Equity Investments:

All other equity investments are measured at fair value, with value changes recognised in Consolidated Statement of Profit and Loss, except for those equity investments for which the Group has elected to present the value changes in 'Other Comprehensive Income'

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

### E. Impairment of Financial Assets

In accordance with Ind AS 109, the Group uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at Fair Value Through Profit and Loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- (1) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- (2) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For Trade Receivables, the Group applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Group uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Group uses 12 month Expected credit loss to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime Expected credit loss is used.

### (ii) Financial liabilities

#### A. Initial Recognition and Measurement:

All Financial Liabilities are recognized at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in the Consolidated Statement of Profit and Loss as finance cost.

#### B. Subsequent measurement:

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### (iii) Derecognition of Financial Instruments

The Group derecognises a Financial Asset when the contractual rights to the cash flows from the Financial Asset expire or it transfers the Financial Asset and the transfer qualifies for derecognition under Ind AS 109. A Financial Liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### (iv) Offsetting

Financial Assets and Financial Liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Group has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### (n) Earnings per share

Basic earnings per share is calculated by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year adjusted for bonus element in equity share. Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period unless issued at a later date

## C. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Group's Financial Statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

### a) Depreciation / Amortisation and useful life of Property, Plant and Equipment / Intangible Assets

Property, Plant and Equipment / Intangible Assets are depreciated / amortised over their estimated useful life, after taking into account estimated residual value. Management reviews the estimated useful life and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful life and residual values are based on the Group's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

### b) Recoverability of Trade Receivables

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

### c) Provisions

The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

### d) Impairment of Financial and Non-Financial Assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

In case of non-financial assets the Group estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used

### e) Recognition of Deferred Tax Assets and liabilities

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses for which there is probability of utilisation against the future taxable profit. The Group uses judgement to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits and business developments.

### f) Fair Value Measurement

For estimates relating to fair value of financial instruments refer note 27 of financial statements.

## D. STANDARDS ISSUED BUT NOT EFFECTIVE

On March 30,2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 – Leases and certain amendment to existing Ind AS. These amendments shall be applicable to the Group from April 01, 2019.

### a) Issue of Ind AS 116 - Leases

Ind AS 116 will replace the existing leasing standard i.e. Ind AS 17 and related interpretations. Ind AS 116 introduces single lessee accounting model and requires lessee to recognize assets and liabilities for all leases with non-cancellable period of more than twelve months except for low value assets. Ind AS 116 substantially carries forward the lessor accounting requirement in Ind AS 17.

### b) Amendment to Existing Standard

The MCA has also carried out amendments of the following accounting standards :

- i) Ind AS 101 - First time adoption of Indian Accounting Standards
- ii) Ind AS 103 - Business Combination
- iii) Ind AS 109 - Financial Instruments
- iv) Ind AS 111 - Joint Arrangements
- v) Ind AS 12 - Income Taxes
- vi) Ind AS 19 – Employee Benefits
- vii) Ind AS 23 – Borrowing Costs
- viii) Ind AS 28 - Investment in Associates and Joint Ventures

Application of above standards are not expected to have any significant impact on the Group's Financial Statements.

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

### 1. PROPERTY, PLANT AND EQUIPMENT, CAPITAL WORK IN PROGRESS AND INTANGIBLE ASSETS

(₹ in Lakh)

Description	Gross block			As at 31st March, 2019	As at 1st April, 2018	Depreciation/ Amortisation		Net block		
	As at 1st April, 2018	Additions/ Adjustments	Deductions/ Adjustments			For the year	Deductions/ Adjustments	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2018
<b>(i) Property, Plant and Equipment</b>										
Own Assets:										
Leasehold Land	2 06.17	-	-	<b>2 06.17</b>	1 12.13	14.39	-	<b>1 26.52</b>	<b>79.65</b>	94.04
Freehold Land	42.62	1 10.34	-	<b>1 52.96</b>	-	-	-	<b>-</b>	<b>1 52.96</b>	42.62
Buildings	2 32.27	-	-	<b>2 32.27</b>	1 84.07	6.28	-	<b>1 90.35</b>	<b>41.92</b>	48.20
Plant and Machinery	201 38.34	69.92	-	<b>202 08.26</b>	170 70.65	1 21.86	-	<b>171 92.51</b>	<b>30 15.75</b>	30 67.69
Construction Machinery	91 02.88	-	2 46.97	<b>88 55.91</b>	70 46.77	2 70.88	2 02.55	<b>71 15.10</b>	<b>17 40.81</b>	20 56.11
Equipment	1 78.27	-	-	<b>1 78.27</b>	1 35.04	10.29	-	<b>1 45.33</b>	<b>32.94</b>	43.23
Furniture and Fixtures	50.36	-	-	<b>50.36</b>	49.71	-	-	<b>49.71</b>	<b>0.65</b>	0.65
Vehicles	2 35.61	-	-	<b>2 35.61</b>	2 07.59	19.65	-	<b>2 27.24</b>	<b>8.37</b>	28.02
<b>Sub-Total (i)</b>	<b>301 86.52</b>	<b>1 80.26</b>	<b>2 46.97</b>	<b>301 19.81</b>	<b>248 05.96</b>	<b>4 43.35</b>	<b>2 02.55</b>	<b>250 46.76</b>	<b>50 73.05</b>	53 80.56
<b>(ii) Intangible Assets</b>										
Software	74 00.46	2 09.76	-	<b>76 10.22</b>	38 95.33	9 76.97	-	<b>48 72.30</b>	<b>27 37.92</b>	35 05.13
<b>Sub-Total (ii)</b>	<b>74 00.46</b>	<b>2 09.76</b>	<b>-</b>	<b>76 10.22</b>	<b>38 95.33</b>	<b>9 76.97</b>	<b>-</b>	<b>48 72.30</b>	<b>27 37.92</b>	35 05.13
<b>Total (i+ii)</b>	<b>375 86.98</b>	<b>3 90.02</b>	<b>2 46.97</b>	<b>377 30.03</b>	<b>287 01.29</b>	<b>14 20.32</b>	<b>2 02.55</b>	<b>299 19.06</b>	<b>78 10.97</b>	88 85.69
Previous year	379 63.88	1 69.08	5 45.98	375 86.98	278 08.45	13 90.72	4 97.88	287 01.29	88 85.69	
<b>Capital Work-in-Progress</b>									<b>3 56.43</b>	5 92.75

1.1 Capital Work-in-Progress includes ₹ 23.43 Lakh (Previous Year ₹ 56.83 Lakh) on account of Capital Goods Inventory.



## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

### 2 INVESTMENTS - NON-CURRENT

(₹ in Lakh)

	As at 31st March, 2019		As at 31st March, 2018	
	Units	Amount	Units	Amount
<b>Investments measured at Cost</b>				
<b>In Equity Shares of Associate Companies</b>				
<b>Unquoted, fully paid up</b>				
Reliance Europe Limited of Sterling Pound 1 each	11,08,500	36 03.22	11,08,500	34 50.60
<b>Total Investments measured at Cost (A)</b>		<b>36 03.22</b>		<b>34 50.60</b>
<b>Investments measured at Fair Value Through Other Comprehensive Income (FVTOCI)</b>				
<b>In Equity Shares of Entity Exercising Significant Influence - Quoted, fully paid up</b>				
Reliance Industries Limited of ₹ 10/- each	3,44,000	46 88.89	3,44,000	30 36.83
<b>In Equity Shares of Other Companies - Quoted, fully paid</b>				
Reliance Capital Limited of ₹ 10/- each	4,300	8.78	4,300	18.21
Reliance Communications Limited of ₹ 5/- each	86,000	3.56	86,000	18.71
Reliance Infrastructure Limited of ₹ 10/- each	6,450	8.82	6,450	27.53
Reliance Power Limited of ₹ 10/- each	21,500	2.44	21,500	7.77
Reliance Home Finance Limited of ₹ 10/- each	4,300	1.23	4,300	2.59
<b>In Perpetual Bonds, Quoted - Fully paid up</b>				
HDFC Bank Limited SR-1 8.85 BD Perpetual	600	59 21.02	600	60 46.62
ICICI Bank Limited DSP17AT 8.55 Perpetual	650	62 99.62	650	63 99.27
ICICI Bank Limited SR- DMR17AT 9.2 BD Perpetual	350	34 64.80	350	35 26.46
<b>Investment in Mutual Fund - Unquoted</b>				
ICICI Prudential Banking and PSU Debt Plan - Direct Plan-Growth	1,37,89,782	29 73.68	1,37,89,782	27 86.52
<b>Total Investments measured at Fair Value Through Other Comprehensive Income (B)</b>		<b>233 72.84</b>		<b>218 70.51</b>
<b>Total Investments - Non-Current (A+B)</b>		<b>269 76.06</b>		<b>253 21.11</b>
Aggregate amount of Quoted Investments		203 99.16		190 83.99
Market Value of Quoted Investments		203 99.16		190 83.99
Aggregate amount of Unquoted Investments		65 76.90		62 37.12

#### 2.1 Category-wise investment - Non- Current

(₹ in Lakh)

	As at 31st March, 2019	As at 31st March, 2018
Financial Assets measured at Cost	36 03.22	34 50.60
Financial Assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)	233 72.84	218 70.51
<b>Total Investments - Non-Current</b>	<b>269 76.06</b>	<b>253 21.11</b>

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

<b>3</b>	<b>OTHER NON-CURRENT ASSETS (UNSECURED AND CONSIDERED GOOD)</b>		(₹ in Lakh)
		<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
	Other Loans and Advances*	<u>2 25.00</u>	<u>2 25.00</u>
	<b>Total</b>	<u><b>2 25.00</b></u>	<u><b>2 25.00</b></u>
	*Includes Deposits		
<b>4</b>	<b>INVENTORIES</b>		(₹ in Lakh)
		<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
	Stores and Spares	<u>2 51.68</u>	<u>1 77.26</u>
	<b>Total</b>	<u><b>2 51.68</b></u>	<u><b>1 77.26</b></u>
<b>5</b>	<b>INVESTMENTS - CURRENT</b>		(₹ in Lakh)
		<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
		<b>Units      Amount</b>	<b>Units      Amount</b>
	<b>Investments measured at Fair Value Through Profit or Loss (FVTPL) In Mutual Funds - Unquoted</b>		
	ICICI Prudential Liquid - Direct Plan - Growth	<b>8,18,627      22 62.82</b>	<b>3,42,812      8 80.96</b>
	<b>Total Investments - Current</b>	<u><b>22 62.82</b></u>	<u><b>8 80.96</b></u>
	Aggregate amount of Quoted Investments	-	-
	Market Value of Quoted Investments	-	-
	Aggregate amount of Unquoted Investments	<b>22 62.82</b>	<b>8 80.96</b>
<b>5.1</b>	<b>CATEGORY-WISE INVESTMENT - CURRENT</b>		(₹ in Lakh)
		<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
	Financial assets measured at Fair Value Through Profit or Loss (FVTPL)	<u><b>22 62.82</b></u>	<u><b>8 80.96</b></u>
	<b>Total Current Investments</b>	<u><b>22 62.82</b></u>	<u><b>8 80.96</b></u>
<b>6</b>	<b>TRADE RECEIVABLES (UNSECURED AND CONSIDERED GOOD)</b>		(₹ in Lakh)
		<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
	Trade Receivables	<u>14 39.66</u>	<u>18 50.25</u>
	<b>Total</b>	<u><b>14 39.66</b></u>	<u><b>18 50.25</b></u>
<b>7</b>	<b>CASH AND CASH EQUIVALENTS</b>		(₹ in Lakh)
		<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
	<b>Balances with Banks:</b>		
	In Current Accounts#	<u>1 53.78</u>	<u>1 99.42</u>
	<b>Cash and Cash equivalent as per Balance Sheet</b>	<u><b>1 53.78</b></u>	<u><b>1 99.42</b></u>
	<b>Cash and Cash equivalent as per Consolidated Cash Flow Statement</b>	<u><b>1 53.78</b></u>	<u><b>1 99.42</b></u>

# Includes Unclaimed Dividend of ₹ 1 02.71 Lakh (Previous year ₹ 1 07.70 Lakh).

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

7.1 Cash and Cash Equivalents include deposits maintained by the Company with banks, which can be withdrawn by the Company at any point of time without prior notice or penalty on the principal.

<b>8 OTHER FINANCIAL ASSETS-CURRENT</b>	(₹ in Lakh)	
	As at <b>31st March, 2019</b>	As at 31st March, 2018
Interest Accrued on Investment	<u>7 74.59</u>	<u>7 74.59</u>
<b>Total</b>	<u><b>7 74.59</b></u>	<u><b>7 74.59</b></u>

<b>9 CURRENT TAX ASSETS (NET)</b>	(₹ in Lakh)	
	As at <b>31st March, 2019</b>	As at 31st March, 2018
<b>At start of year</b>	<b>3 11.41</b>	3 41.10
Charge for the year - Current Tax	<b>(7 02.00)</b>	(7 84.51)
Others*	<b>( 2.74)</b>	( 3.89)
Tax paid (Net) during the year	<u><b>8 40.13</b></u>	<u>7 58.71</u>
<b>At end of year</b>	<u><b>4 46.80</b></u>	<u><b>3 11.41</b></u>

\* Mainly pertains to Provision for tax on Other Comprehensive Income

<b>9.1 Taxation</b>	(₹ in Lakh)	
	Year ended <b>31st March, 2019</b>	Year ended 31st March, 2018
<b>Income Tax recognised in Statement of Profit and Loss</b>		
Current Tax	<b>7 02.00</b>	7 84.51
Deferred Tax	<u><b>(2 81.46)</b></u>	<u>(2 45.12)</u>
<b>Total Income Tax expenses</b>	<u><b>4 20.54</b></u>	<u><b>5 39.39</b></u>

<b>The Income Tax expenses for the year can be reconciled to the Accounting Profit as follows</b>	(₹ in Lakh)	
	Year ended <b>31st March, 2019</b>	Year ended 31st March, 2018
Profit Before tax	<b>13 52.19</b>	16 26.66
Applicable Tax Rate	<b>34.944%</b>	34.608%
Computed Tax Expense	<b>4 72.51</b>	5 62.96
<b>Tax Effect of :</b>		
Exempted Income	<b>( 7.61)</b>	( 23.47)
Share of Profit of Associate	<b>( 53.33)</b>	( 39.18)
Expenses Disallowed	<u><b>2 90.43</b></u>	<u>2 84.20</u>
<b>Current Tax Provision (A)</b>	<u><b>7 02.00</b></u>	<u>7 84.51</u>
Incremental Deferred tax Liability / (Asset) on account of Property, Plant and Equipment and Intangible Assets	<u><b>(2 79.91)</b></u>	<u>(2 42.58)</u>
Incremental Deferred tax Liability / (Asset) on account of Financial Assets and Other Items	<b>( 1.55)</b>	( 2.54)
<b>Deferred Tax Provision (B)</b>	<u><b>(2 81.46)</b></u>	<u>(2 45.12)</u>
<b>Tax expenses recognised in Statement of Profit and Loss (A+B)</b>	<u><b>4 20.54</b></u>	<u>5 39.39</u>
<b>Effective Tax Rate</b>	<u><b>31.10%</b></u>	<u>33.16%</u>

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

10 OTHER CURRENT ASSETS (UNSECURED AND CONSIDERED GOOD)	(₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Balance with Customs, Central Excise, GST and State Authorities	33.78	2 49.84
Others #	<u>2 70.71</u>	<u>3 35.30</u>
<b>Total</b>	<b><u>3 04.49</u></b>	<b><u>5 85.14</u></b>

# Includes Advance to sundry creditors

11 SHARE CAPITAL	(₹ in Lakh)			
	As at 31st March, 2019		As at 31st March, 2018	
Authorised Share Capital	Units	Amount	Units	Amount
Equity Shares of ₹ 10 each	20,00,00,000	<u>200 00.00</u>	20,00,00,000	<u>200 00.00</u>
		<u>200 00.00</u>		<u>200 00.00</u>
<b>Issued, Subscribed and Paid-Up</b>				
Equity Shares of ₹ 10 each fully paid up	1,51,00,000	<u>15 10.00</u>	1,51,00,000	<u>15 10.00</u>
<b>Total</b>		<b><u>15 10.00</u></b>		<b><u>15 10.00</u></b>

11.1 The details of Shareholders holding more than 5% shares:	(₹ in Lakh)			
Name of the Shareholders	As at 31st March, 2019		As at 31st March 2018	
	No. of Shares	% held	No. of Shares	% held
<b>Reliance Industries Limited</b>	<b>68,60,064</b>	<b>45.43</b>	68,60,064	45.43

11.2 The reconciliation of the number of shares outstanding is set out below:	(₹ in Lakh)	
Particulars	As at 31st March, 2019	As at 31st March, 2018
Equity Shares at the beginning of the year	1,51,00,000	1,51,00,000
Add: Equity Shares issued during the year	-	-
<b>Equity Shares at the end of the year</b>	<b><u>1,51,00,000</u></b>	<b><u>1,51,00,000</u></b>

### 11.3 Rights, Preferences and Restrictions attached to shares

The Equity Shares in the Company rank pari passu in all respects including voting rights and entitlement of dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company in proportion to the number of equity shares held.

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

### 12 OTHER EQUITY

(₹ in Lakh)

	As at 31st March, 2019	As at 31st March, 2018
<b>Capital Reserve</b>		
As per Last Balance Sheet	29 52.96	29 52.96
<b>Securities Premium</b>		
As per Last Balance Sheet	9 60.00	9 60.00
<b>General Reserve</b>		
As per Last Balance Sheet	193 00.00	190 00.00
Add: Transferred from Retained Earnings	3 00.00	3 00.00
	<u>196 00.00</u>	<u>193 00.00</u>
<b>Retained Earnings</b>		
As per Last Balance Sheet	76 73.78	75 22.61
Add: Profit for the Year	9 31.65	10 87.27
	<u>86 05.43</u>	<u>86 09.88</u>
Less: Appropriations		
Transferred to General Reserve	3 00.00	3 00.00
Dividend paid on Equity Shares [Dividend per Share ₹ 3.50 (Previous year ₹ 3.50)]	5 28.50	5 28.50
Tax on Dividend	1 08.63	1 07.60
	<u>9 37.13</u>	<u>9 36.10</u>
	<u>76 68.30</u>	<u>76 73.78</u>
<b>Other Comprehensive Income</b>		
As per Last Balance Sheet	30 07.22	22 83.28
Add: Movement in OCI (Net) during the year	13 70.06	7 23.94
	<u>43 77.28</u>	<u>30 07.22</u>
<b>Total</b>	<u>355 58.54</u>	<u>338 93.96</u>

### 13 DEFERRED TAX LIABILITIES (NET)

The movement on the deferred tax account is as follows:

(₹ in Lakh)

	As at 31st March, 2019	As at 31st March, 2018
<b>At the Start of the year</b>	18 84.27	21 35.59
Charge/ (credit) to Statement of Profit and Loss (Note 9)	(2 81.46)	(2 45.12)
Charge to Other comprehensive Income	1 37.35	( 6.20)
<b>At the end of year</b>	<u>17 40.16</u>	<u>18 84.27</u>

#### Component of Deferred tax liabilities / (asset)

(₹ in Lakh)

	As at 31st March, 2018	Charge/(credit) to		As at 31st March, 2019
		Statement of Profit and Loss	Other Comprehensive Income	
<b>Deferred Tax liabilities/ (asset) in relation to :</b>				
Property, Plant and Equipment and Intangible Assets	19 19.70	(2 79.91)	-	16 39.79
Financial assets at FVTOCI	21.41	-	1 37.35	1 58.76
Provisions	( 3.18)	-	-	( 3.18)
Other Disallowances and benefits under Income Tax	( 53.66)	( 1.55)	-	( 55.21)
<b>Total</b>	<u>18 84.27</u>	<u>(2 81.46)</u>	<u>1 37.35</u>	<u>17 40.16</u>

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

14 TRADE PAYABLES DUE TO	(₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Micro and Small Enterprise	21.89	43.09
Other than Micro and Small Enterprise	<u>14 85.12</u>	<u>18 21.69</u>
<b>Total</b>	<b><u>15 07.01</u></b>	<b><u>18 64.78</u></b>

14.1 There are no overdue amounts to Micro and Small Enterprises as at March 31, 2019 for which disclosure requirements under Micro, Small and Medium Enterprises Development Act, 2006 are applicable.

15 OTHER FINANCIAL LIABILITIES - CURRENT	(₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Unclaimed Dividend #	1 02.71	1 07.70
Other Payables *	<u>5.65</u>	<u>10.65</u>
<b>Total</b>	<b><u>1 08.36</u></b>	<b><u>1 18.35</u></b>

# These figures do not include any amounts due and outstanding, to be credited to Investor Education and Protection Fund except ₹ 1.36 Lakh (Previous Year ₹ 2.88 Lakh) which is held in abeyance due to pending legal cases.

\* Includes Security Deposits from customers

16 OTHER CURRENT LIABILITIES	(₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Others Payables**	<u>4 12.29</u>	<u>3 73.15</u>
<b>Total</b>	<b><u>4 12.29</u></b>	<b><u>3 73.15</u></b>

\*\* Includes Advances and Statutory dues

17 PROVISIONS - CURRENT	(₹ in Lakh)	
	As at 31st March, 2019	As at 31st March, 2018
Provision for Employee Benefits (Refer note 20.1) ^	<u>1 65.92</u>	<u>1 59.07</u>
<b>Total</b>	<b><u>1 65.92</u></b>	<b><u>1 59.07</u></b>

^ The Provision for Employee benefit includes annual leave and vested long service leave entitlement accrued and compensation claims made by employees.

18 REVENUE FROM OPERATIONS	(₹ in Lakh)	
	2018-19	2017-18
<b>DISAGGREGATED REVENUE</b>		
Product Transportation Services	<u>30 93.13</u>	<u>30 98.72</u>
Hiring Construction Machineries	<u>19 79.10</u>	<u>24 95.03</u>
IT Support Services	<u>19 00.00</u>	<u>19 00.00</u>
Others	<u>14 86.35</u>	<u>13 93.32</u>
<b>Total</b>	<b><u>84 58.58</u></b>	<b><u>88 87.07</u></b>

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

19 OTHER INCOME	(₹ in Lakh)	
	2018-19	2017-18
<b>DIVIDEND INCOME</b>	<b>21.77</b>	45.96
<b>NET GAIN ON SALE OF INVESTMENTS</b>		
Realised Gain	<b>36.16</b>	7 42.64
Unrealised Gain	<b>55.70</b>	0.96
<b>INTEREST INCOME</b>		
Interest Income on Bonds	<b>14 08.75</b>	4 75.39
Interest on Fixed Deposit	-	2.54
<b>OTHER NON OPERATING INCOME</b>	<b>0.08</b>	-
<b>Total</b>	<b>15 22.46</b>	<b>12 67.49</b>

19.1 Above Other Income comprises of assets measured at cost ₹ Nil (Previous Year ₹ 2.54 Lakh), Fair Value Through Profit or Loss ₹ 1 13.63 Lakh (Previous Year ₹ 78.81 Lakh), Fair Value Through Other Comprehensive Income ₹ 14 08.75 Lakh (Previous Year ₹ 11 86.14 Lakh), and Other Non-Operating Income ₹ 0.08 Lakh (Previous Year ₹ Nil).

20 EMPLOYEE BENEFITS EXPENSE	(₹ in Lakh)	
	2018-19	2017-18
Salaries and Wages	<b>22 74.50</b>	20 64.26
Contribution to Provident Fund and Other Funds	<b>1 24.10</b>	1 16.99
Staff Welfare Expenses	<b>80.63</b>	93.03
<b>Total</b>	<b>24 79.23</b>	<b>22 74.28</b>

### 20.1 As per Indian Accounting Standard 19 "Employee benefits", the disclosures as defined are given below :

#### Defined Contribution Plan

Contribution to Defined Contribution Plan, recognised as expense for the year is as under: (₹ in Lakh)

Particulars	2018-19	2017-18
Employer's Contribution to Provident Fund	<b>67.84</b>	63.19
Employer's Contribution to Superannuation Fund	<b>1.90</b>	2.52
Employer's Contribution to Pension Scheme	<b>14.14</b>	18.79

The Company's Provident Fund is exempted under Section 17 of Employee's Provident Fund and Miscellaneous Provisions Act, 1952.

#### Defined Benefit Plan

### I. Reconciliation of Opening and Closing Balances of Defined Benefit Obligation (₹ in Lakh)

	<b>Gratuity (Funded)</b>	
	2018-19	2017-18
Defined Benefit Obligation at beginning of the year	<b>5 74.75</b>	5 31.49
Interest Cost	<b>45.95</b>	39.62
Current Service Cost	<b>28.75</b>	27.59
Benefits Paid	<b>( 10.97)</b>	( 19.14)
Actuarial (Gain)/ Loss	<b>( 7.37)</b>	( 4.81)
Defined Benefit Obligation at end of the year	<b>6 31.11</b>	5 74.75

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

II. Reconciliation of Opening and Closing Balances of Fair Value of Plan Assets	(₹ in Lakh)	
	<b>Gratuity (Funded)</b>	
	<b>2018-19</b>	2017-18
Fair Value of Plan Assets at beginning of the year	5 74.75	5 31.49
Expected Return on Plan Assets	46.39	46.05
Employer Contribution	20.94	16.35
Benefits Paid	( 10.97)	( 19.14)
Fair Value of Plan Assets at end of the year	<b>6 31.11</b>	5 74.75

III. Reconciliation of Fair Value of Assets and Obligations	(₹ in Lakh)	
	<b>Gratuity (Funded)</b>	
	<b>2018-19</b>	2017-18
Present Value of Obligation	(6 31.11)	(5 74.75)
Fair Value of Plan Assets	<b>6 31.11</b>	5 74.75
Amount recognised in Balance Sheets Surplus/(Deficit)	-	-

IV. Expenses recognised during the year	(₹ in Lakh)	
	<b>Gratuity (Funded)</b>	
	<b>2018-19</b>	2017-18
<b>In Income Statement</b>		
Current Service Cost	28.75	27.59
Interest Cost on Benefit Obligation	-	-
Expected Return on Plan Assets	-	-
Actuarial (Gain)/ Loss recognised in the year	-	-
<b>Net Cost</b>	<b>28.75</b>	27.59
<b>In Other Comprehensive Income</b>		
Actuarial (Gain)/ Loss on Obligation For the Period	( 7.37)	( 4.81)
Return on Plan Assets, Excluding Interest Income	(0.44)	(6.43)
<b>Net (Income)/ Expense for the year recognised in OCI</b>	<b>( 7.81)</b>	( 11.24)

V. Investment Details	As at		As at	
	<b>31st March, 2019</b>		31st March, 2018	
	₹ in Lakh	% Invested	₹ in Lakh	% Invested
Insurance Policies	6 31.11	100	5 74.75	100

VI. Actuarial Assumptions	(₹ in Lakh)	
Mortality Table (IALM)	<b>Gratuity (Funded)</b>	
	<b>2018-19</b>	2017-18
	<b>2006-08</b>	2006-08
	<b>(Ultimate)</b>	(Ultimate)
Discount Rate (per annum)	8.00%	8.00%
Expected Rate of Return on Assets (per annum)	8.00%	8.00%
Rate of Escalation in Salary (per annum)	6.00%	6.00%
Rate of Employee Turnover	2.00%	2.00%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The Expected Rate of Return on Plan Assets is determined considering several applicable factors, mainly the composition of Plan assets held, assessed risks, historical results of return on Plan assets and the Group's policy for Plan Assets Management.



## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

VII. The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2018-19

### VIII. Sensitivity Analysis

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonably possible changes of the assumptions occurring at end of the reporting period, while holding all other assumptions constant. The result of Sensitivity analysis is given below:

(₹ in Lakh)

Particulars	31st March, 2019		31st March, 2018	
	Decrease	Increase	Decrease	Increase
Delta Effect of (-/+ ) 0.5% Change in Rate of Discounting	23.12	(21.84)	22.12	( 20.84)
Delta Effect of (-/+ ) 0.5% Change in Rate of Salary Increase	(22.35)	23.46	( 21.32)	22.45
Delta Effect of (-/+ ) 0.5% Change in Rate of Employee Turnover	(1.65)	1.60	( 1.74)	1.68

**These plans typically expose the Group to actuarial risks such as: Investment Risk, Interest Risk, Longevity Risk and Salary Risk.**

**Investment risk:** The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

**Interest risk:** A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan debt investments.

**Longevity risk:** The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

**Salary risk:** The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

### 21 OTHER EXPENSES

(₹ in Lakh)

	2018-19	2017-18
<b>Establishment Expenses</b>		
Stores and Packing Materials	1 15.68	76.46
Repairs and Maintenance	5 34.71	6 88.54
Operating Expenses	20 56.66	20 94.01
Electricity Expenses	15.24	17.58
Rent	10 38.78	10 54.68
Rates and Taxes	48.86	26.71
Insurance	1 14.45	1 11.38
Professional Fees	6 56.75	5 59.72
Exchange Differences (Net)	( 1.52)	-
Travelling and Conveyances	1 05.94	1 17.17
Charity and Donation	50.00	70.00
Miscellaneous Expenses	1 29.87	1 44.94
Payment to Auditors	16.50	14.90
<b>Total</b>	<b>48 81.92</b>	<b>49 76.09</b>

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

### 21.1 Payment to Auditors as

	2018-19	2017-18
(a) Statutory Audit Fees	15.00	13.50
(b) Certification and Consultation Fees	1.50	1.40
<b>Total</b>	<b>16.50</b>	<b>14.90</b>

### 21.2 CORPORATE SOCIAL RESPONSIBILITY (CSR)

- a) CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the Company during the year is ₹ 36.89 Lakh (Previous Year ₹ 43.56 Lakh)
- b) Expenditure related to Corporate Social Responsibility is ₹ 50 Lakh (Previous Year ₹ 70 Lakh).

#### Details of amount spent towards CSR given below:

	2018-19	2017-18
Health Care, including Preventive Health Care	50.00	70.00
<b>Total</b>	<b>50.00</b>	<b>70.00</b>

- c) Total ₹ 50 Lakh (Previous Year ₹ 70 Lakh) is spent through Reliance Foundation.

### 22 EARNINGS PER SHARE (EPS)

	2018-19	2017-18
i) <b>Face Value per Equity Share (₹)</b>	10.00	10.00
ii) <b>Basic and Diluted Earnings per Share (₹)</b>	6.17	7.20
iii) Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakh)	9 31.65	10 87.27
iv) Weighted Average number of Equity Shares used as denominator for calculating basic and diluted EPS	1,51,00,000	1,51,00,000

### 23 RELATED PARTIES DISCLOSURE

As per Ind AS 24, the disclosures of transactions with the related parties are given below:

#### i) List of Related Parties where control exists and also Relationships:

Sr. No.	Name of the Related Party	Relationship
1	Reliance Industries Limited	Entity Exercising Significant Influence
2	Reliance Europe Limited	Associate
3	Shri Dilip V. Dherai	Key Managerial Personnel
4	Shri Salil Kumar Mishra	Key Managerial Personnel
5	Shri Shailesh Dholakia	Key Managerial Personnel

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

### ii) Transactions during the year with related parties (₹ in Lakh)

Sr. No.	Nature of Transactions (Excluding Reimbursements)	Entity Exercising Significant Influence	Associate	Key Managerial Personnel	Total
1	Income from Operations	<b>61 08.17</b> <i>64 38.35</i>	-	-	<b>61 08.17</b> <i>64 38.35</i>
2	Purchase of Property, Plant and Equipment and other expenses	<b>4.96</b> <i>21.37</i>	-	-	<b>4.96</b> <i>21.37</i>
3	Other Income Dividend from Long Term Investments	<b>20.64</b> <i>18.92</i>	-	-	<b>20.64</b> <i>18.92</i>
4	Expenditure Payment to Key Managerial Personnel	-	-	<b>2 50.67</b> <i>2 06.41</i>	<b>2 50.67</b> <i>2 06.41</i>

**Note:** Figures in italic represents Previous Year's amounts.

### iii) Balances as at 31st March, 2019 (₹ in Lakh)

	Relationship	As at 31st March, 2019	As at 31st March, 2018
<b>1 Investments</b>			
Reliance Industries Limited	Entity Exercising Significant Influence	<b>58.34</b>	58.34
Reliance Europe Limited	Associate	<b>36 03.22</b>	34 50.60
<b>2 Trade receivables</b>			
Reliance Industries Limited	Entity Exercising Significant Influence	<b>9 05.37</b>	13 57.87
<b>3 Trade Payables</b>			
Reliance Industries Limited	Entity Exercising Significant Influence	-	21.37

### iv) Disclosure in Respect of Major Related Party Transactions during the year: (₹ in Lakh)

Sr. No.	Particulars	Relationship	2018-19	2017-18
<b>1</b>	<b>Income from Operations</b>			
	Reliance Industries Limited	Entity Exercising Significant Influence	<b>61 08.17</b>	64 38.35
<b>2</b>	<b>Purchase of Property, Plant and Equipment and Other expenses</b>			
	Reliance Industries Limited	Entity Exercising Significant Influence	<b>4.96</b>	21.37
<b>3</b>	<b>Other Income</b>			
	Reliance Industries Limited	Entity Exercising Significant Influence	<b>20.64</b>	18.92
<b>4</b>	<b>Payment to Key Managerial Personnel</b>			
	Shri Dilip V. Dherai	Key Managerial Personnel	<b>1 06.23</b>	82.26
	Shri Salil Kumar Mishra	Key Managerial Personnel	<b>63.40</b>	55.70
	Shri Shailesh Dholakia	Key Managerial Personnel	<b>81.04</b>	68.45

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

### 23.1 COMPENSATION OF KEY MANAGERIAL PERSONNEL

The Compensation of director and other members of key managerial personnel during the year was as follows:

		(₹ in Lakh)	
		2018-19	2017-18
i)	Short term benefits	2 41.60	1 99.51
ii)	Post employment benefits	9.07	6.90
iii)	Other long term benefits	-	-
iv)	Share based Payments	-	-
v)	Termination Benefits	-	-
<b>Total</b>		<b>2 50.67</b>	<b>2 06.41</b>

**24** Income Tax assessments of the Company have been completed up to Assessment Year 2016-17. There is no contingent liability pertaining to Income Tax.

**25** Estimated amount of contracts remaining to be executed on capital account is ₹ NIL (Previous Year ₹ NIL) and not provided for (net of advances).

### 26 CAPITAL MANAGEMENT

The Company manages its capital to ensure that it will continue as going concern while maximising the return to stakeholders. The company manages its capital structure and make adjustment in light of changes in business condition. The overall strategy remains unchanged as compare to last year.

#### Net Gearing Ratio

There is no Debt in the Company as on 31.03.2019 and 31.03.2018. Thus, Net Gearing Ratio is NIL as on 31.03.2019 and 31.03.2018.

### 27 FINANCIAL INSTRUMENTS

#### A. Fair Value Measurement Hierarchy

Particulars	As at 31st March, 2019				As at 31st March, 2018			
	Carrying amount	Level of Input used in			Carrying amount	Level of Input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>Financial Assets</b>								
<b>At Amortised Cost</b>								
Trade Receivables	14 39.66	-	-	-	18 50.25	-	-	-
Cash and Bank Balances	1 53.78	-	-	-	1 99.42	-	-	-
<b>At FVTPL</b>								
Investments	22 62.82	22 62.82	-	-	8 80.96	8 80.96	-	-
<b>At FVTOCI</b>								
Investments	233 72.84	76 87.40	156 85.44	-	218 70.51	119 44.78	99 25.73	-
<b>Financial Liabilities</b>								
<b>At Amortised Cost</b>								
Trade Payables	15 07.01	-	-	-	18 64.78	-	-	-
Other Financial Liabilities	1 08.36	-	-	-	1 18.35	-	-	-

The financial instruments are categorized into three levels based on the inputs used to arrive at fair value measurements as described below:

**Level 1:** Quoted prices (unadjusted) in active markets for identical assets or liabilities;

**Level 2:** Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly and

**Level 3:** Inputs based on unobservable market data.

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

### Valuation Methodology

All financial Instruments are initially recognised and subsequently re-measured at fair value as described below:

- a) The fair value of investments in quoted Equity Shares, Bonds and Mutual Funds is measured at quoted price or NAV.
- b) All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date.

### Financial Risk management

#### Liquidity Risk

Liquidity risk is the risk that suitable sources of funding for the company's business activities may not be available. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due, so that the company is not forced to obtain funds at higher rates. The Company monitors rolling forecasts of the Company's cash flow position and ensure that the Company is able to meet its financial obligation at all times including contingencies.

#### Credit Risk

Credit risk is the risk that a customer or counterparty to a financial instrument fails to perform or pay amounts due causing financial loss to the company. It arises from cash and cash equivalents, derivative financial instruments, deposits from financial institutions and principally from credit exposures to customers relating to outstanding receivables. The Company deals with highly rated counterparties.

**28** The Audited Financial Statements of Foreign Associate have been prepared in accordance with the International Financial Reporting Standards. The differences in accounting policies of the Company and its associate are not material and there are no material transactions from 1st January, 2019 to 31st March, 2019 in respect of associate having financial year ended 31st December, 2018.

**29** The Company is mainly engaged in 'Infrastructure Activity' catering to Indian customers. All the activities of the Company revolve around this main business. Accordingly, the Company has only one identifiable segment reportable under Ind AS 108 "Operating Segment". The Executive Director (the 'Chief Operational Decision Maker as defined in IND AS 108 – Operating Segments) monitors the operating results of the entity's business for the purpose of making decisions about resource allocation and performance assessment.

Revenue of ₹ 61 08.17 Lakh ( Previous Year ₹ 64 38.35 Lakh ) arose from Sale of Services to Reliance Industries Limited (Entity exercising significant influence, the largest customer), Revenue of ₹ 19 03.23 Lakh ( Previous Year ₹ 19 24.43 Lakh ) arose from Sale of Services to Reliance Corporate IT Park Limited. No other single customer contributed 10% or more to the Company's revenue for both FY 2018-19 and FY 2017-18.

### **30 DETAILS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED DURING THE YEAR COVERED UNDER SECTION 186 (4) OF THE COMPANIES ACT, 2013**

- i) Loans given ₹ NIL (Previous Year ₹ NIL)
- ii) Investments made Refer Note 2 - Investments - Non-Current
- iii) Guarantees given and Securities provided by the Company in respect of loan ₹ NIL (Previous Year ₹ NIL)

### **31 EVENTS AFTER THE REPORTING PERIOD**

The Board of Directors have recommended payment of dividend of ₹ 3/- per fully paid up equity share of ₹ 10/- each, aggregating ₹ 546 Lakh, including ₹ 93 Lakh dividend distribution tax for the financial year 2018-19, which is based on relevant share capital as on 31st March, 2019, subject to members approval at the ensuing 31st Annual General Meeting.

### **32 ENTERPRISES CONSOLIDATED AS ASSOCIATES IN ACCORDANCE WITH INDIAN ACCOUNTING STANDARD 28 - INVESTMENTS IN ASSOCIATES AND JOINT VENTURES**

Name of the Enterprise	Country of Incorporation	Proportion of Ownership Interest
Reliance Europe Limited	UK	50%

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

### 33 ADDITIONAL INFORMATION, AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT, 2013, OF ENTERPRISES CONSOLIDATED AS SUBSIDIARIES / ASSOCIATES / JOINT VENTURES.

Name of the Enterprise	Net Assets, i.e. Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount (₹ in Lakh)	As % of consolidated Profit or Loss	Amount (₹ in Lakh)	As % of consolidated other Comprehensive Income	Amount (₹ in Lakh)	As % of consolidated Total Comprehensive Income	Amount (₹ in Lakh)
<b>Parent</b>								
Reliance Industrial Infrastructure Limited	90.28%	334 65.32	83.62%	7 79.03	100 %	13 70.06	93.37%	21 49.09
<b>Subsidiaries</b>								
Indian - NIL	-	-	-	-	-	-	-	-
Foreign - NIL	-	-	-	-	-	-	-	-
<b>Associates</b> (Investments as per the Equity Method)								
Indian - NIL	-	-	-	-	-	-	-	-
Foreign - Reliance Europe Limited	9.72%	36 03.22	16.38%	1 52.62	-	-	6.63%	1 52.62
<b>Joint Ventures</b>								
Indian - NIL	-	-	-	-	-	-	-	-
Foreign - NIL	-	-	-	-	-	-	-	-

34 The figures for the corresponding previous year have been regrouped/ reclassified wherever necessary, to make them comparable.

### 35 APPROVAL OF FINANCIAL STATEMENTS

The Consolidated Financial Statements were approved for issue by the Board of Directors at its meeting held on 15th April, 2019.

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2019

### ANNEXURE 'A'

#### SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARIES/ ASSOCIATES/ JOINT VENTURES AS PER COMPANIES ACT, 2013

Part "A": Subsidiaries : None

Part "B": Associates and Joint Ventures

#### Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of the Enterprise	Latest Audited Balance Sheet Date	Date on which the Associate or Joint Venture was associated or acquired	Shares of Associate/Joint Ventures held by the company on the year end			Networth attributable to Shareholding as per latest audited Balance Sheet (₹ in Lakh)	Profit/Loss for the year		Description of how there is significant influence	Reason why the associate/joint venture is not consolidated
			No.	Amount of Investment in Associate (₹ in Lakh)	Extend of Holding %		Considered in Consolidation (₹ In Lakh)	Not Considered in Consolidation		
Reliance Europe Limited Joint Venture : None	31-12-2018	10-06-1993	11,08,500	3 93.38	50%	36 03.22	1 52.62	-	Note A	-

Note A: There is significant influence due to percentage(%) of Share Capital.

The above statement also indicates Performance and Financial position of the associate.

As per our Report of even date

**For D T S & Associates**

Chartered Accountants  
(Registration No. 142412W)

**Ashish G Mistry**

Partner  
(Membership No. 132639)

Mumbai

Date: 15th April, 2019

For and on behalf of the board

**Mahesh K. Kamdar** Chairman

**Chandra Raj Mehta**  
**Sandeep H. Junnarkar**  
**Bhama Krishnamurthy** } Directors

**Dilip V. Dherai** Executive Director  
**Shailesh Dholakia** Company Secretary  
**Salil Mishra** Chief Financial Officer









**ATTENDANCE SLIP**

CIN: L60300MH1988PLC049019  
 Registered Office: NKM International House, 5th Floor, 178 Backbay Reclamation,  
 Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai – 400 020  
 Website: www.riil.in • E-mail: investor\_relations@riil.in • Tel.: +91 22 4477 9053 • Fax: + 91 22 4477 9052

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL  
 Joint shareholders may obtain additional slip at the venue of the Meeting.

DP Id*	Folio No.
Client Id*	No. of Shares

NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the **THIRTY-FIRST ANNUAL GENERAL MEETING** of the members of the Company held on **Wednesday, 28th August, 2019 at 11:00 a.m.** at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, IMC Marg, Churchgate, Mumbai – 400 020.

\* Applicable for investors holding shares in electronic form.

\_\_\_\_\_  
 Signature of Shareholder / Proxy

**PLEASE SEE OVERLEAF FOR AVAILING FACILITY OF ONLINE PRE-REGISTRATION FOR ATTENDING THE ANNUAL GENERAL MEETING**



**PROXY FORM**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN: L60300MH1988PLC049019  
 Registered Office: NKM International House, 5th Floor, 178 Backbay Reclamation,  
 Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai – 400 020  
 Website: www.riil.in • E-mail: investor\_relations@riil.in • Tel.: +91 22 4477 9053 • Fax + 91 22 4477 9052

Name of the member(s):	e-mail Id:
Registered address:	Folio No./*Client Id:
	*DP Id:

I/We, being the member(s) of \_\_\_\_\_ shares of Reliance Industrial Infrastructure Limited, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **THIRTY-FIRST ANNUAL GENERAL MEETING** of the members of the Company, to be held on **Wednesday, 28th August, 2019 at 11:00 a.m.** at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, IMC Marg, Churchgate, Mumbai – 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Consider and adopt:		
(a) Audited Financial Statement for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon		
(b) Audited Consolidated Financial Statement for the financial year ended 31st March, 2019 and the Report of Auditors thereon		
2. Declaration of dividend on equity shares		
3. Re-appointment of Shri Dilip V. Dherai, a Director retiring by rotation		
4. Appointment of Shri A. Siddharth, as a Director liable to retire by rotation		

\* Applicable for investors holding shares in electronic form.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

\_\_\_\_\_  
 Signature of shareholder

Affix a  
 Revenue  
 Stamp

\_\_\_\_\_  
 Signature of first proxy holder

\_\_\_\_\_  
 Signature of second proxy holder

\_\_\_\_\_  
 Signature of third proxy holder

### Facility of online pre-registration for attending the Annual General Meeting:

The Company is pleased to provide Web Check-in facility to its members to enable speedy and hassle free entry to the venue of the Annual General Meeting (the "Meeting"). This facility offers online pre-registration of members for attending the Meeting and generates preprinted Attendance Slips for presentation at the venue of the Meeting.

Members may avail the said Web Check-in facility from 9:00 a.m. (IST) on 24th August, 2019 to 5:00 p.m. (IST) on 27th August, 2019.

The procedure to be followed for Web Check-in is as follows:

- a. Log on to <https://agm.karvy.com> and click on "Web Check-in for General Meetings (AGM/EGM/CCM)".
- b. Select event / name of the company: Reliance Industrial Infrastructure Limited
- c. Pass through the security credentials, viz., DP Id / Client Id / Folio No. entry, and PAN & "CAPTCHA" as directed by the system and click on "Submit" button.
- d. The system will validate the credentials. Then click on "Generate my Attendance Slip" button.
- e. The Attendance Slip in PDF format will be generated.
- f. Select the "PRINT" option for direct printing or download and save for printing the Attendance Slip.

Members completing Web Check-in successfully need not queue up at the registration counter(s) and are advised to use the dedicated counter(s) being made available at the venue for attending the Meeting.

Members using Web Check-in facility are requested to carry their valid photo identity proofs along with the above referred Attendance Slip for verification purpose.



#### Notes:

- 1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the Meeting.**
- 2) **A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.**
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* 4) This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.
- 5) Appointing a Proxy does not prevent a member from attending the Meeting in person if he/she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- 6) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
- 7) This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- 8) This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- 9) Undated proxy form will not be considered valid.
- 10) If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.





**Registered Office:** : NKM International House, 5th Floor, 178 Backbay Reclamation, Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai – 400 020 ● **CIN:** L60300MH1988PLC049019 ● **Website:** www.riil.in  
● **e-mail:** investor\_relations@riil.in ● **Phone:** +91 22 4477 9053 ● **Fax:** +91 22 4477 9052

29th July, 2019

Dear Member,

**Sub: Voting through electronic means on resolutions proposed to be passed at the Thirty-first Annual General Meeting of the members of Reliance Industrial Infrastructure Limited**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Reliance Industrial Infrastructure Limited ("the Company") is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed at the Thirty-first Annual General Meeting of the members of the Company, scheduled to be held on **Wednesday, 28th August, 2019 at 11:00 a.m.** at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, IMC Marg, Churchgate, Mumbai – 400 020 ("**Meeting**"), by electronic means ("**e-voting**"). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("**remote e-voting**").

Further, the facility for voting through electronic voting system will also be made available at the Meeting ("**Insta Poll**") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

The Company has engaged the services of Karvy Fintech Private Limited ("**Karvy**") as the agency to provide e-voting facility.

Your remote e-voting particulars are set out below:

<b>EVEN (E-voting Event Number)</b>	<b>User ID</b>	<b>Password</b>

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting : **from 9:00 a.m. on Saturday, 24th August, 2019**  
End of remote e-voting : **at 5:00 p.m. on Tuesday, 27th August, 2019**

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by Karvy upon expiry of the aforesaid period.

**Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Wednesday, 21st August, 2019.**

The Board of Directors of the Company has appointed Shri Anil Lohia, a Practising Chartered Accountant, Partner, Dayal and Lohia, Chartered Accountants or failing him Shri Rinkit Uchat, a Practising Chartered Accountant, Partner, Dayal and Lohia, Chartered Accountants as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

**Please read the instructions and information relating to e-voting printed overleaf carefully before exercising the vote.**

This communication forms an integral part of the Notice dated 29th July, 2019 convening the Meeting. The Annual Report 2018-19 of the Company *inter alia* comprising the said Notice and this communication are provided herewith and also made available on the website of the Company: www.riil.in.

Yours faithfully,  
For Reliance Industrial Infrastructure Limited

**Shailesh Dholakia**  
Company Secretary and Compliance Officer

**Information and instructions relating to e-voting are as under:**

1. **The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
2. A member can opt for only single mode of voting, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
3. **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Wednesday, 21st August, 2019, only shall be entitled to avail the facility of remote e-voting/Insta Poll. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.**
4. Any person who becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as on the cut-off date may obtain the User ID and password from Karvy in the manner as mentioned below:
  - (a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to **9212993399**  
Example for NSDL: MYEPWD <SPACE> IN12345612345678  
Example for CDSL: MYEPWD <SPACE> 1402345612345678  
Example for Physical: MYEPWD <SPACE> XXXX1234567890
  - (b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - (c) Member may call on Karvy's toll-free number: 1800-3454-001 (from 9:00 a.m. to 6:00 p.m.).
  - (d) Member may send an e-mail request to [evoting.riil@karvy.com](mailto:evoting.riil@karvy.com).  
If the member is already registered with Karvy's e-voting platform, then he can use his existing User ID and password for casting the vote(s) through remote e-voting.
5. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.
6. **Information and instructions for remote e-voting:**
  - I. **(A) In case a member receives an e-mail from Karvy** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
    - (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
    - (b) Enter the login credentials (i.e., **User ID and password** as given in this communication). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll-free number 1800-3454-001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.
    - (c) After entering these details appropriately, click on "LOGIN".
    - (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
    - (e) You need to login again with the new credentials.
    - (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Reliance Industrial Infrastructure Limited.
    - (g) On the voting page, enter the number of shares (which represent the number of votes) as on the cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
    - (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
    - (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
    - (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
    - (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
    - (l) Once you confirm, you will not be allowed to modify your vote.
    - (m) Corporate / Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: [riil.scrutinizer@karvy.com](mailto:riil.scrutinizer@karvy.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). They are also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name\_EVENT NO."
  - (B) In case a member receives physical copy of the Notice by Post/Courier** [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
    - (a) **User ID and password** as given in this communication.
    - (b) Please follow all steps from Sr. No. (a) to (m) as mentioned in (A) above, to cast your vote.
  - II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).
  - III. During the voting period, members can login to Karvy's e-voting platform any number of times till they have voted on all the Resolutions.
  - IV. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
  - V. In case of any query pertaining to e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of Karvy's website for e-voting: <https://evoting.karvy.com> or contact Karvy as per the details given under sub-point no. VI below.
  - VI. Members are requested to note the following contact details for addressing e-voting grievances:  
Shri S. P. Venugopal, General Manager  
Karvy Fintech Private Limited  
Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032  
Phone No.: +91 40 6716 1700 Toll-free No.: 1800-3454-001 E-mail: [evoting.riil@karvy.com](mailto:evoting.riil@karvy.com)
7. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: [www.riil.in](http://www.riil.in) and on the website of Karvy at: <https://evoting.karvy.com>. The result will simultaneously be communicated to the stock exchanges.
8. **Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Wednesday, 28th August, 2019.**