



Reliance

Industrial Infrastructure
Limited

37th

Annual Report
2024 - 2025

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Company Information

Board of Directors

Mahesh K. Kamdar	Non-Executive Chairman
Sanjiv Singh	Non-Executive Director
Achuthan Siddharth	Independent Director
Riddhi Bhimani	Independent Director
Rahul Dutt	Independent Director
Vipin Chandra Sati	Executive Director

Audit Committee

Riddhi Bhimani	Chairperson
Achuthan Siddharth	
Rahul Dutt	

Nomination and Remuneration Committee

Achuthan Siddharth	Chairman
Riddhi Bhimani	
Rahul Dutt	

Stakeholders Relationship Committee

Mahesh K. Kamdar	Chairman
Sanjiv Singh	
Achuthan Siddharth	
Rahul Dutt	

Corporate Social Responsibility Committee

Sanjiv Singh	Chairman
Achuthan Siddharth	
Riddhi Bhimani	

Risk Management Committee

Sanjiv Singh	Chairman
Vipin Chandra Sati	
Achuthan Siddharth	
Riddhi Bhimani	
Praveen Baser	
Umesh D. Giriyan	

Company Secretary and Compliance Officer

Amitkumar Mundhe

Chief Financial Officer

Praveen Baser

Auditor

Chaturvedi & Shah LLP

Banker

HDFC Bank Limited

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. No. : +91 22 7967 9053

Share Transfer Agent

KFin Technologies Limited
Selenium Tower B, Plot 31 & 32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad - 500 032, India

Website : www.kfintech.com

E-Mail : riilnkm@kfintech.com

Toll Free No. : 1800 309 4001

(From 9:00 a.m. (IST) to 6:00 p.m. (IST)
on all working days)

Thirty-seventh Annual General Meeting on Thursday, June 26, 2025 at 4:00 p.m. (IST) through Video Conferencing (VC). To attend the Annual General Meeting, please login through <https://jioevents.jio.com/riilagm>

Notice

NOTICE is hereby given that the Thirty-seventh Annual General Meeting of the Members of Reliance Industrial Infrastructure Limited will be held on **Thursday, June 26, 2025 at 4:00 p.m. (IST)** through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**"), to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2025 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 March 31, 2025 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as

Ordinary Resolutions:

- (a) "**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
 - (b) "**RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
2. To declare dividend on equity shares for the financial year ended March 31, 2025 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** dividend at the rate of ₹ 3.50 (Three rupees and fifty paise) per equity share of ₹10/- (Ten rupees only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2025 and the same be paid out of the profits of the Company."
 3. To appoint Shri Mahesh K. Kamdar (DIN: 00013915), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Mahesh K. Kamdar (DIN: 00013915), who retires by rotation at this Meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS

4. To consider and approve continuation of Shri Mahesh K. Kamdar (DIN: 00013915) as a non-executive director, liable to retire by rotation, notwithstanding his attaining the age of seventy-five years and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for continuation of Shri Mahesh K. Kamdar (DIN: 00013915) as a non-executive director of the Company, liable to retire by rotation, notwithstanding his attaining the age of seventy-five years;

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

5. To appoint Shri Vipin Chandra Sati (DIN: 10968198) as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("**the Act**"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Vipin Chandra Sati (DIN: 10968198), 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 who holds office upto the date of this Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be appointed as a Director of the Company, liable to retire by rotation."

6. To appoint Shri Vipin Chandra Sati (DIN: 10968198) as Whole-time Director and approve remuneration payable to him and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to appoint Shri Vipin Chandra Sati (DIN: 10968198) as Whole-time Director, designated as Executive Director of the Company, for a period of 5 (five) years, with effect from April 1, 2025, on the terms and conditions including remuneration as set out in the Statement annexed to this Notice, with liberty to the Board of Directors (hereinafter referred to as "**the Board**") which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said

appointment and / or remuneration as it may deem fit and as may be acceptable to Shri Vipin Chandra Sati, subject to the same being within the limits specified under Section 197 of the Act read with Schedule V to the Act or any statutory modification(s) thereto or re-enactment(s) thereof;

RESOLVED FURTHER THAT if in any financial year, during the tenure of Shri Vipin Chandra Sati, the Company has no profit or its profits are inadequate, the Company shall pay remuneration to him within the limits set out under Schedule V to the Act or any statutory modification(s) thereto or re-enactment(s) thereof;

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

7. To appoint Secretarial Auditor and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 204 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and basis the recommendation of the Board of Directors of the Company, BNP & Associates, Practicing Company Secretaries (Firm Registration No. P2014MH037400), be and are hereby appointed as Secretarial Auditor of the Company, for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be determined by the Board of Directors."

By Order of the Board of Directors

Amitkumar Mundhe

Company Secretary and Compliance Officer

Mumbai, May 29, 2025

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 7967 9053

Notes:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 19, 2024, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022,

December 28, 2022 and September 25, 2023 (collectively referred to as "**MCA Circulars**"), permitted convening of the Annual General Meeting ("**AGM**" / "**Meeting**") through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), without physical presence of the Members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("**the Act**") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.

2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. 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 / herself and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Shri Mahesh K. Kamdar, Director of the Company, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his appointment.

Shri Mahesh K. Kamdar is interested in the Ordinary Resolution set out at Item No. 3 of this Notice with regard to his appointment. The relatives of Shri Mahesh K. Kamdar may be deemed to be interested in the Ordinary Resolution set out at Item No. 3 of this Notice, to the extent of their shareholding, 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 this Notice.

6. Details of Director retiring by rotation / seeking appointment at this Meeting is provided in the "**Annexure**" to this Notice.

DESPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

7. **In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year**

Notice

2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Share Transfer Agent / Depository Participants / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available is being sent to those Members whose e-mail address is not registered with the Company / Share Transfer Agent / Depository Participants / Depositories.

Members may note that this Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website at: www.rhil.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at: www.bseindia.com and www.nseindia.com, respectively, and on the website of Company's Share Transfer Agent, KFin Technologies Limited ("KFinTech") at: <https://evoting.kfintech.com/>

8. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. National Securities Depository Limited ("NSDL") has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>.
 - b) Members holding shares in physical mode are requested to follow the process set out in Note No. 21(c) in this Notice.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

9. The Company will provide VC / OAVM facility to its Members for participating at the AGM.

- (a) **Members will be able to attend the AGM through VC / OAVM through JioMeet by using their login credentials provided in the accompanying communication.**

Members are requested to follow the procedure given below:

- i. Launch internet browser by typing / clicking on the following link: <https://jioevents.jio.com/rhilagm>
(best viewed with Edge 80+, Firefox 78+, Chrome 83+, Safari 13+)
- ii. Click on "Shareholders **CLICK HERE**" button.
- iii. **Enter the login credentials (i.e., User ID and password provided in the accompanying communication) and click on "Login".**
- iv. Upon logging-in, you will enter the Meeting Room.

- (b) **Members who do not have or who have forgotten their User ID and Password, may obtain / generate / retrieve the same, for attending the AGM, by following the procedure given in the instruction at Note No. 13.C.vii.III.**
- (c) Members who would like to express their views or ask questions during the AGM may register themselves at <https://emeetings.kfintech.com>. The Speaker Registration will remain open from **Thursday, June 5, 2025 to Friday, June 13, 2025**. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- (d) All Members attending the AGM will have the option to post their comments / queries through a dedicated Chat box that will be available below the Meeting Screen.
- (e) Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
- (f) **Institutional / Corporate 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 rhil.scrutinizer@kfintech.com with a copy marked to evoting.rhil@kfintech.com. Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the AGM.**
- (g) Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.
- (h) Members who need assistance before or during the AGM, can contact KFinTech on emeetings@kfintech.com or call on toll free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days). Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number ("**EVEN**") in all your communications.
10. 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.
11. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
12. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM.

PROCEDURE FOR 'REMOTE E-VOTING' AND E-VOTING AT THE AGM ('INSTA POLL'):

13.AE-VOTING FACILITY:

The Company is providing to its Members, facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("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 KFinTech as the agency to provide e-voting facility.

The manner of voting, including voting remotely by (i) individual Members holding shares of the Company in demat mode, (ii) Members other than individuals holding shares of the Company in demat mode, (iii) Members holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address, is explained in the instructions given under C. and D. hereinbelow.

The remote e-voting facility will be available during the following voting period:

REMOTE E-VOTING PERIOD	
Commencement of remote e-voting	Saturday, June 21, 2025 at 9:00 a.m. (IST)
End of remote e-voting	Wednesday, June 25, 2025 at 5:00 p.m. (IST)

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 KFinTech upon expiry of the aforesaid period.

Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e., Thursday, June 19, 2025 ("Cut-off Date").

The Board of Directors of the Company has appointed Shri Anil Lohia, a Practicing Chartered Accountant (Membership No.: 031626), Partner of Dayal and Lohia, Chartered Accountants or failing him Shri Khushit Jain, a Practicing Chartered Accountant (Membership No.: 608082), Partner of 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. The Scrutiniser's decision on the validity of the votes cast through remote e-voting and Insta Poll shall be final.

B. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- 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.**
- 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.**
- 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".
- Only a person, whose name is recorded as on the Cut-off Date, in the Register of Members / Register of Beneficial Owners maintained by the Depositories, shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a Member as on the Cut-off Date, should treat this Notice for information purpose only.**
- 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 this 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.

C. REMOTE E-VOTING:

vi. INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

As per the Securities and Exchange Board of India ("SEBI") Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended, **all "individual Members holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s). The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participant(s), is given below:**

Notice

Procedure to login through websites of Depositories

National Securities Depository Limited ("NSDL")	Central Depository Services (India) Limited ("CDSL")
<p>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com Click on the button "Beneficial Owner" available for login under 'IDeAS' section. A new page will open. Enter your User ID and Password for accessing IDeAS. On successful authentication, you will enter your IDeAS service login. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side. You will be able to see Company Name: "Reliance Industrial Infrastructure Limited" on the next screen. Click on the e-Voting link available against Reliance Industrial Infrastructure Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. 	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasitoken/home/login or https://www.cdslindia.com and click on New System Myeasi / Login to Myeasi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox). Enter your User ID and Password for accessing Easi / Easiest. You will see Company Name: "Reliance Industrial Infrastructure Limited" on the next screen. Click on the e-Voting link available against Reliance Industrial Infrastructure Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
<p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> To register, type in the browser / Click on the following e-Services link: https://eservices.nsdl.com Select option "Register Online for IDeAS" available on the left hand side of the page or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. 	<p>2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration Proceed to complete registration using your DP ID Client ID (BO ID), etc. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
<p>3. Users may directly access the e-voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on the following link: https://www.evoting.nsdl.com/ Click on the button "Login" available under "Shareholder / Member" section. On the login page, enter User ID (i.e., (a) 16-character demat account number held with NSDL, starting with IN; (b) alpha-numeric User ID already set by the Member), Login Type, i.e., through typing Password (in case you are registered on NSDL's e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen. 	<p>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on the following link: https://evoting.cdslindia.com/Evoting/EvotingLogin Provide Demat Account Number and PAN. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. On successful authentication, you will enter the e-Voting module of CDSL. Click on the e-Voting link available against Reliance Industrial Infrastructure Limited or select e-voting service provider "KFinTech"

National Securities Depository Limited ("NSDL")	Central Depository Services (India) Limited ("CDSL")
<p>As an alternate OTP based login, click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. Enter 8-digit DP ID, 8-digit Client ID, PAN No., Verification code as shown on the screen and click on 'Generate OTP' button. Enter the OTP received on your registered email id / mobile number and click on 'Log-in' button. After successful authentication, you will be redirected to NSDL Depository website, wherein you can see e-Voting page.</p> <p>iv. You will be able to see Company Name: "Reliance Industrial Infrastructure Limited" on the next screen. Click on the e-Voting link available against Reliance Industrial Infrastructure Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>	<p>and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>

Procedure to login through their demat accounts / Website of Depository Participant

Individual Members holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL / CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. **Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL / CDSL (as may be applicable). Click on the e-Voting link available against Reliance Industrial Infrastructure Limited or select e-Voting service provider "KFinTech"** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participant(s).

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or contact at: 022 - 4886 7000 / 1800 102 0990.	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 210 9911.

vii. INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL MEMBERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE

I A. In case a Member receives an e-mail from the Company / KFinTech [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:

- Launch internet browser by typing the URL: **<https://evoting.kfintech.com>**.
- Enter the login credentials (**User ID and password provided in the e-mail**). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-Voting, you can use the existing password for logging in. If required, please visit: **<https://evoting.kfintech.com>** or contact toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.
- After entering these details appropriately, click on "LOGIN".
- 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.**
- You need to login again with the new credentials.

Notice

- (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 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 this Notice separately. In case you do not 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) Institutional / Corporate 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@kfintech.com with a copy marked to evoting.riil@kfintech.com. Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is 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 EVEN".
- I B. In case of a Member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:**
- (a) Members holding shares in physical mode, who have not registered / updated their email address with the Company, are requested to register / update the same by clicking on: **<https://rkarisma.kfintech.com/shareholders>** or by writing to the Company with details of folio number and attaching a self-attested copy of Permanent Account Number ("**PAN**") card at investor_relations@riil.in or to KFinTech at riilnkm@kfintech.com.
- (b) **Members holding shares in dematerialized mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.**
- (c) After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
- (d) Follow the instructions at vii. I A. (a) to (m) to cast your vote.
- II. Members can also update their mobile number and e-mail address in the "**user profile details**" in their e-voting login on: <https://evoting.kfintech.com>.
- III. **Any person who becomes a Member of the Company after despatch of this Notice of the Meeting and holding shares as on the Cut-off Date / any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:**
- (a) If the mobile number of the Member is registered against his / her / its Folio No. / DP ID Client ID:
- In case the shares are held in dematerialised mode:** The Member may send SMS: **MYEPWD <space> DP ID Client ID to 9212993399**
- Example for NSDL:
MYEPWD <SPACE> IN12345612345678
- Example for CDSL:
MYEPWD <SPACE> 1402345612345678
- In case the shares are held in physical mode:**
The Member may send SMS: **MYEPWD <space> E-Voting Event Number + Folio No. to 9212993399**
- Example for Physical:
MYEPWD <SPACE> XXXX123456789
- (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.kfintech.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 KFinTech's toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).
- (d) Member may send an e-mail request to evoting.riil@kfintech.com. After due verification of the request, User ID and password will be sent to the Member.
- (e) If the Member is already registered with KFinTech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in.

- IV. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / e-voting user manual available through a drop down menu in the "Downloads" section of KFinTech's website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given under Note No. 13.E.

D. INSTA POLL:

viii. INFORMATION AND INSTRUCTIONS FOR INSTA POLL:

Facility to vote through Insta Poll will be made available on the Meeting Page (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. An icon, "Vote", will be available at the bottom left on the Meeting Screen. Once the voting at the Meeting is announced by the Chairman, Members who have not cast their vote using remote e-voting will be able to cast their vote by clicking on this icon.

E. CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:

- ix. **Members are requested to note the following contact details for addressing e-voting related matters:**

Shri V. Balakrishnan, Vice President
KFin Technologies Limited
Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, India
Toll-free No.: 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days)
E-mail: evoting.riil@kfintech.com

F. E-VOTING RESULT:

- x. 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 or any person authorised by him. The results of e-voting will be announced on or before Monday, June 30, 2025 and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: www.riil.in and on the website of KFinTech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.
- xi. **Subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to have been passed on the date of the Meeting, i.e., Thursday, June 26, 2025.**

PROCEDURE FOR INSPECTION OF DOCUMENTS:

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the

Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in this Notice will be available, electronically, for inspection by the Members during the AGM.

All the documents referred to in this Notice will also be available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an e-mail to investor_relations@riil.in mentioning his / her / its folio number / DP ID and Client ID.

15. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Thursday, June 19, 2025 by sending an e-mail on investor_relations@riil.in. The same will be replied by the Company suitably.

IEPF RELATED INFORMATION:

16. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2016-17, from time to time, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
17. The details of unpaid and unclaimed dividends lying with the Company as on March 31, 2025 are uploaded on the website of the Company and can be accessed through the link: http://www.riil.in/unclaimed_transfersiepf.html.

Details of unpaid and unclaimed dividends are also available on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in.

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 financial year 2024-25, 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., September 26, 2024. Details of shares so far transferred to the IEPF Authority are available on the website of the Company and can be accessed through the link: http://www.riil.in/transfer_suspense_accountiepf.html.

The said details are also available on the website of the IEPF Authority and can be accessed through the link: 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.

Notice

The concerned Members / investors are advised to read Company's Shareholders' Referencer at weblink: https://www.riil.in/pdf/RIIL_Shareholder_Referencer.pdf or visit the weblink of the IEPF Authority: <https://iepf.gov.in/IEPF/refund.html> or contact KFinTech, for detailed procedure to lodge claim with the IEPF Authority.

Last date to claim unclaimed / unpaid dividends before transfer to IEPF, for the financial year 2017-18 and thereafter, are as under:

Financial Year	Declaration Date	Date to claim before transfer to IEPF
2017-18	July 11, 2018	August 17, 2025
2018-19	August 28, 2019	October 4, 2026
2019-20	September 18, 2020	October 25, 2027
2020-21	August 27, 2021	October 3, 2028
2021-22	September 28, 2022	November 4, 2029
2022-23	June 19, 2023	July 26, 2030
2023-24	June 12, 2024	July 19, 2031

DIVIDEND RELATED INFORMATION:

18. The dividend approved by the Members at the AGM will be paid within a week from the conclusion of the AGM, to the Members whose names appear on the Company's Register of Members as on the Record Date, and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by NSDL and CDSL as beneficial owners as on that date.

The Company has fixed Thursday, June 19, 2025 as the **"Record Date"** for the purpose of determining the Members eligible to receive dividend for the financial year 2024-25.

Members are requested to register / update their complete bank details with their Depository Participant(s), if shares are held in dematerialised mode, by submitting forms

A RESIDENT MEMBERS:

A.1 Tax Deductible at Source for Resident Members

Sr. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
(1)	(2)	(3)	(4)
1.	Valid PAN updated in the Company's Register of Members	10%	No document required. In case of individual Member, if dividend does not exceed ₹ 10,000/-, no TDS / withholding tax will be deducted. Also, please refer note (v) below.
2.	No PAN / Valid PAN not updated in the Company's Register of Members / PAN is not linked with AADHAR in case of an individual	20%	TDS will be deducted at 20% as provided under Section 206AA of the Income Tax Act, 1961, regardless of dividend amount, if PAN of the Member other than individual is not registered with the Company / KFinTech / Depository Participant.

and documents as may be required by the Depository Participant(s). Payment of dividend shall be made only through electronic mode to those Members, holding shares in dematerialised mode, who have updated their bank account details.

As per the Master circular dated May 7, 2024 issued by SEBI, effective April 1, 2024, payment of dividend to the Members holding shares in physical mode shall only be made electronically. Such payment shall be made only after they have furnished their PAN, Contact Details (Postal Address, Mobile Number and E-mail), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company / KFinTech. In this regard the Company had sent letters, emails and SMSes to its Members for furnishing the required details. Please refer to SEBI FAQs by accessing the link: https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf (FAQ No. 38 & 39).

For intimation / updation of the aforesaid details, Members are requested to follow the process set out in Note No. 21 in this Notice.

Tax Deductible at Source ("TDS") / Withholding Tax:

Pursuant to the requirement of Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its Members.

The TDS / withholding tax rate would vary depending on the residential status of the Member and documents submitted by Member with the Company / KFinTech / Depository Participant. Members are therefore requested to update their residential status with Depository Participants or in case shares are held in physical mode, with Company / KFinTech on or before Friday, June 13, 2025 to enable the Company to determine the appropriate TDS / withholding tax rate, as applicable.

Sr. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
(1)	(2)	(3)	(4)
			<p>In case of individual Member, if PAN is not registered with the Company / KFinTech / Depository Participant & cumulative dividend payment to an individual Member is more than ₹ 10,000/-, TDS / Withholding tax will be deducted at 20% under Section 206AA of Income Tax Act, 1961.</p> <p>All the Members are requested to update, on or before Friday, June 13, 2025, their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company / KFinTech (if shares are held in physical mode). Please quote all the folio numbers under which you hold your shares while updating the records.</p> <p>Please also refer note (v) below.</p>
3.	Availability of lower / nil tax deduction certificate issued by the Income Tax Department u/s 197 of the Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before Friday, June 13, 2025.
4.	Benefits under Income Tax Rule 37BA	Rates based on applicability of Income Tax Act, 1961 to the beneficial owner	If the Member e.g. clearing member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule Form 37BA(2) is provided regarding the beneficial owner, the TDS / Withholding tax will be deducted at the rates applicable to the beneficial shareholders.

A.2 No Tax Deductible at Source on dividend payment to resident Members if the Members submit following documents as mentioned in column no. 4 of the below table with the Company / KFinTech / Depository Participant on or before Friday, June 13, 2025.

Sr. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
(1)	(2)	(3)	(4)
1.	Submission of form 15G / 15H with valid & operative PAN.	Nil	Declaration in Form No. 15G (applicable to an individual who is below 60 years) / Form 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions.
2.	Member to whom Section 194 of the Income Tax Act, 1961, does not apply as per second proviso to Section 194, such as LIC, GIC, etc.	Nil	Valid documentary evidence for exemption u/s 194 of the Income Tax Act, 1961.
3.	Member covered u/s 196 of the Income Tax Act, 1961, such as Government, RBI, Corporations established by Central Act & Mutual Funds.	Nil	Valid documentary evidence for coverage u/s 196 of the Income Tax Act, 1961.
4.	Category I and II Alternative Investment Fund.	Nil	SEBI registration certificate to claim benefit under Section 197A(1F) of the Income Tax Act, 1961.
5.	<ul style="list-style-type: none"> Recognised provident funds Approved superannuation fund Approved gratuity fund 	Nil	Valid documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT).
6.	National Pension Scheme	Nil	No TDS as per Section 197A (1E) of the Income Tax Act, 1961. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided.
7.	Any resident Member exempted from TDS deduction as per the provisions of the Income Tax Act, 1961, or by any other law or notification	Nil	Valid documentary evidence substantiating exemption from deduction of TDS.

Notice

B. NON-RESIDENT MEMBERS:

The table below shows the withholding tax on dividend payment to non-resident Members. Such Members are requested to submit the document(s) as mentioned in column no. 4 of the below table on or before Friday, June 13, 2025, to the Company / KFinTech to avail the beneficial rates, wherever applicable.

Sr. No. (1)	Particulars (2)	Withholding tax rate (3)	Documents required (if any) / Remarks (4)
1.	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident Members.	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	<p>FPI registration certificate in case of FIIs/FPIs.</p> <p>To avail beneficial rate of tax treaty following tax documents would be required:</p> <ol style="list-style-type: none"> 1. Tax Residency certificate issued by revenue authority of country of residence of Member for the year in which dividend is received. 2. PAN or declaration as per Rule 37BC of the Income Tax Rules, 1962 in a specified format. 3. E-filed Form 10F. 4. Self-declaration for non-existence of permanent establishment / fixed base in India. <p>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident Member and review to the satisfaction of the Company).</p>
2.	Indian Branch of a Foreign Bank	Nil	<p>Lower tax deduction certificate u/s 195(3) of the Income Tax Act, 1961 obtained from Income Tax Authority.</p> <p>Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India.</p> <p>In case above documents are not made available, then Withholding tax will be 35% (plus applicable surcharge and cess).</p>
3.	Availability of Lower / NIL tax deduction certificate issued by Income Tax Authority.	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority.
4.	Any non-resident Member exempted from withholding tax deduction as per the provisions of Income Tax Act, 1961, or any other law such as The United Nations (Privileges and Immunities) Act, 1947, etc.	Nil	Necessary documentary evidence substantiating exemption from withholding tax deduction.
5.	Benefits under Income Tax Rule 37BA	Rates based on the applicability of Income Tax Act, 1961 / Double Taxation Avoidance Agreement (DTAA) (whichever is beneficial) to the beneficial owner	<p>If the Member e.g. clearing member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule Form 37BA(2) is provided regarding the beneficial owner, the Withholding tax will be deducted at the rates applicable to the beneficial shareholders.</p> <p>The documents as mentioned against Sr. No. 1 to 4 in column no. 4 will be required in addition to the above declaration.</p>

Notes:

- The Company will issue soft copy of the TDS certificate to its Members through e-mail registered with KFinTech post filing of TDS Return as per statutory timeline specified under the Income Tax Act, 1961. Members will be able to download Form 26AS from the Income Tax Department's website <https://www.incometax.gov.in>.
- The aforesaid documents such as Form 15G / 15H, documents under Sections 196, 197A, FPI / FII Registration Certificate, Tax Residency Certificate, Lower Tax certificate, 37BA Declaration

etc., can be uploaded on the link: <https://rkarisma.kfintech.com/dividends> on or before Friday, June 13, 2025 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any documents / communication on the tax determination / deduction received after Friday, June 13, 2025, shall not be considered.

NSDL has provided a facility for submission of tax documents for claiming nil / low tax deduction from dividend whereby the Resident Non-Individual Members i.e., Insurance Companies, Mutual Funds and Alternative Investment Funds (AIF) and other domestic financial institutions established in India

and Non-Resident Non-Individual Members i.e., Foreign Institutional Investors and Foreign Portfolio Investors may submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before Friday, June 13, 2025.

- (iii) Application of TDS / withholding tax rate is subject to necessary verification by the Company of the Member's details as available in the Register of Members as on the Record Date, and other documents available with the Company / KFinTech provided by the Member by the specified date.
- (iv) In case TDS is deducted at a higher rate, an option is still available with the Member to file the return of income and claim an appropriate refund.
- (v) **No TDS will be deducted in case of resident individual Members whose dividend does not exceed ₹10,000/- However, where the PAN is not updated in Company / KFinTech / Depository Participant records or in case of an invalid PAN and cumulative dividend payment to individual Member is more than ₹ 10,000/-, the Company will deduct TDS / withholding tax u/s 194 with reference to Section 206AA of Income Tax Act, 1961.**
All the Members are requested to update their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company / KFinTech (if shares are held in physical mode) against all their folio holdings on or before Friday, June 13, 2025.
- (vi) In the event of any income tax demand (including interest, penalty, etc.) on the Company arising due to any declaration, misrepresentation, inaccurate or omission of any information provided by the Member, such Member will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
- (vii) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

OTHER INFORMATION

- 19. As mandated by the SEBI, shares of the Company can be transferred / traded only in dematerialised mode. Members holding shares in physical mode are advised to avail of the facility of dematerialisation.
- 20. Members are advised to exercise diligence and obtain statement of holdings periodically from the concerned Depository Participant and verify the holdings from time to time.
- 21. (a) Members are requested to intimate / update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code, etc.
- (b) Members holding shares in dematerialised mode should contact their Depository Participant for making

necessary changes. NSDL has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and opt-in / opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.

- (c) Members holding shares in physical mode should submit to KFinTech the Forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	ISR-1
2.	Confirmation of Signature of Member by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

- 22. Non-Resident Indian Members are requested to inform the Company / KFinTech (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
- 23. Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests such as, issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to KFinTech as per the requirement of the aforesaid circular.

The aforesaid forms can be downloaded from the Company's website at: https://www.riil.in/investor_services.html and are also available on the website of KFinTech at: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. For additional information, the Members may refer "shareholders' referencer" uploaded on the Company's website at: https://www.riil.in/pdf/RIIL_Shareholder_Referencer.pdf.

All aforesaid documents / requests should be submitted to KFinTech, at the address mentioned under Note No. 13.E. above.

- 24. **Shareholders' Referencer** gives guidance on securities related matters and is uploaded on the Company's website and can be accessed at link: https://www.riil.in/pdf/RIIL_Shareholder_Referencer.pdf.
- 25. Members are requested to fill in and send the Feedback Form provided in this Annual Report.

Notice

Statement pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder

The following Statement sets out all material facts relating to the special business proposed in this Notice:

Item No. 4

In terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**"), no listed company shall appoint or continue the appointment of a non-executive director, who has attained the age of seventy-five years, unless a special resolution is passed by the Members to that effect. Further, the listed entity shall ensure compliance with the above, at any time prior to the non-executive director attaining the age of seventy-five years.

Shri Mahesh K. Kamdar (DIN: 00013915), if appointed as a non-executive director on passing of the resolution at Item No. 3 would retire by rotation in the Annual General Meeting to be held in the year 2028. Shri Mahesh K. Kamdar will be attaining the age of seventy-five years in September, 2026. Accordingly, approval of the Members by way of Special Resolution will be required for continuation of Shri Mahesh K. Kamdar as a non-executive director post his attaining the age of seventy-five years in September, 2026.

Shri Mahesh K. Kamdar is a graduate in Commerce from Mumbai University. He has been conferred Honorary Doctorate in Business Philosophy from Burkes University, United Kingdom. He is a Director of the Company since July 23, 1990. He has extensive experience and possesses expertise in the fields of pipes, steel and other related products used in engineering, pharmaceutical, chemical and petrochemical industries.

Considering his rich and varied experience and considerable expertise, it would be in the interest of the Company to continue to avail his services as non-executive director, notwithstanding his attaining the age of seventy-five years.

The Nomination and Remuneration Committee ("**NRC**") has recommended to the Board of Directors, the continuation of Shri Mahesh K. Kamdar as a non-executive director, liable to retire by rotation, notwithstanding his attaining the age of seventy-five years. Based on the recommendation of the NRC, and considering his background and experience, the Board of Directors also recommended to the Members, his continuation as non-executive director, liable to retire by rotation, notwithstanding his attaining the age of seventy-five years.

Accordingly, approval of the Members is sought for continuation of Shri Mahesh K. Kamdar as non-executive director, liable to retire by rotation, notwithstanding his attaining the age of seventy-five years.

Shri Mahesh K. Kamdar is interested in the resolution set out at Item No. 4 of this Notice with regard to his continuation of directorship. Relatives of Shri Mahesh K. Kamdar 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 set out at Item No. 4 of this Notice.

The Board commends the Special Resolution set out at Item No. 4 of this Notice for approval by the Members.

Item Nos. 5 and 6

The Board of Directors of the Company ("**Board**"), based on the recommendation of the Nomination and Remuneration Committee ("**NRC**") and in accordance with the provisions of Section 161(1) of the Companies Act, 2013 ("**the Act**") read with the Articles of Association of the Company, appointed Shri Vipin Chandra Sati (DIN: 10968198) as an Additional Director (Executive) of the Company with effect from April 1, 2025 and he holds office up to the date of this Annual General Meeting.

The Board has subject to the approval of the Members, appointed Shri Vipin Chandra Sati as Whole-time Director, designated as Executive Director of the Company, for a period of 5 (five) years with effect from April 1, 2025, on the terms and conditions including remuneration as recommended by the NRC.

Shri Vipin Chandra Sati is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declarations from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The Company has received notice under Section 160 of the Act from a Member proposing the candidature of Shri Vipin Chandra Sati for the office of a Director of the Company.

In the opinion of the Board, Shri Vipin Chandra Sati fulfills the conditions for his appointment as specified in the Act read with the rules made thereunder. Shri Vipin Chandra Sati possesses appropriate skills, experience and knowledge.

Shri Vipin Chandra Sati is a Chemical Engineering Graduate from IIT, Roorkee (1984 batch). He joined Indian Oil Corporation Limited in the year 1985 as Graduate Engineer Trainee. He held the position of Executive Director (Western Region Pipelines), Executive Director (Northern Region Pipelines) and superannuated as Executive Director In-Charge (Operations) from Pipelines Division of Indian Oil Corporation Limited in April, 2022.

He has about 40 years of rich experience in various areas of Hydrocarbon Pipelines including System Design, Feasibility Study, Operation & Maintenance of Pipelines including Offshore facilities, Technical Services and Safety & Environment. He has provided faculty support in various training programmes including the one for Engineers of Greater Nile Petroleum Operating Company at Khartoum, Sudan. He has also presented Technical Papers in various National and International Conferences.

Details of Shri Vipin Chandra Sati, pursuant to the provisions of (i) the 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, are provided in the "**Annexure**" to this Notice.

Broad particulars of the terms of appointment of and remuneration payable to Shri Vipin Chandra Sati, are as under:

1) **Remuneration will include:**

(a) **Salary and Allowances:**

Salary and Allowances in the range of ₹8 lakh to ₹18 lakh per month. Allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) thereto or re-enactment thereof; in the absence of any such rules, allowances shall be evaluated at actual cost.

(b) **Perquisites:**

In addition to salary and allowances, perquisites shall include insurance, leave travel concession for self and family including dependents and such other perquisites as per Company rules. The said perquisites shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) thereto or re-enactment thereof; in the absence of any such rules, the perquisites shall be evaluated at actual cost.

- 2) The Company's contribution to provident fund, superannuation or annuity fund, if any, gratuity payable, to the extent not taxable under the Income Tax law and encashment of leave, as per the rules of the Company, shall not be included for the purpose of computation of the aforesaid remuneration set out in para 1 above.
- 3) Any increment in salary, perquisites and allowances and amounts, if any, by way of incentive / bonus payable to Shri Vipin Chandra Sati, as may be determined by the Board and / or the NRC of the Board, shall be within the limits set out in para 1 above.
- 4) Reimbursement of Expenses: Expenses incurred for travelling, board and lodging during business trips; use of corporate credit card and provision of any medical assistance; provision

of car and use thereof on Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites.

5) **General:**

- i. During the term of his appointment, Shri Vipin Chandra Sati will be paid remuneration under (1) to (3) above, up to 10% of net profits of the Company as per the provisions of Section 197 of the Act, subject to approval of Members.
- ii. Where in any financial year closing after March 31, 2025, the Company has no profits or its profits are inadequate, the Company will pay to Shri Vipin Chandra Sati, remuneration as permissible under Section II of Part II of Schedule V to the Act or any statutory modification(s) thereto or re-enactment thereof for a period of 3 (three) years based on the effective capital as per the Explanation set out in the Schedule mentioned above.
- iii. The Whole-time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Whole-time Director will be under the overall authority of the Board of Directors of the Company.
- iv. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- v. The Whole-time Director shall adhere to the Company's Code of Business Conduct and Ethics for Directors and Management Personnel for the time being in force.
- vi. The office of the Whole-time Director may be terminated by the Company or by the Whole-time Director, by giving to the other, 3 (three) months' prior notice in writing, or as may be mutually agreed between the Board of Directors and the Whole-time Director.
- vii. The Whole-time Director shall not be entitled for fees for attending meetings of the Board of Directors or Committees.

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Information required to be disclosed in this Statement in terms of provisions of Section II of Part II of Schedule V of the Act are as under:

I	General Information																					
a)	Nature of Industry	Industrial Infrastructure																				
b)	Date or expected date of commencement of commercial production	The Company is presently engaged in the business of providing infrastructural facilities and support services, namely, transportation of petroleum products, natural gas and raw water through pipelines and other support services for over three decades.																				
c)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																				
d)	Financial performance based on given indicators	Financial Performance for past 3 financial years is as under: (₹ in Lakh) <table><tr><td></td><td>2022-23</td><td>2023-24</td><td>2024-25</td></tr><tr><td>Total Income</td><td>8,094</td><td>8,270</td><td>7,433</td></tr><tr><td>Profit before Tax</td><td>1,776</td><td>1,585</td><td>1,148</td></tr><tr><td>Net Profit</td><td>1,558</td><td>1,021</td><td>983</td></tr><tr><td>Net Worth</td><td>31,453</td><td>31,946</td><td>32,400</td></tr></table>		2022-23	2023-24	2024-25	Total Income	8,094	8,270	7,433	Profit before Tax	1,776	1,585	1,148	Net Profit	1,558	1,021	983	Net Worth	31,453	31,946	32,400
	2022-23	2023-24	2024-25																			
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Net Worth	31,453	31,946	32,400																			
e)	Foreign investments or collaborations, if any	<p>For details of foreign investment made by the Company, please refer Note 2 of the Standalone Financial Statement forming part of the Annual Report for the financial year 2024-25 being sent along with this Notice.</p> <p>The equity shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). As on March 31, 2025, total foreign shareholding in the Company was 1.78% of the total paid-up capital of the Company.</p>																				
II	Information about the appointee:																					
a)	Background details	<p>Shri Vipin Chandra Sati is a Chemical Engineering Graduate from IIT, Roorkee (1984 batch). He joined Indian Oil Corporation Limited in the year 1985 as Graduate Engineer Trainee. He held the position of Executive Director (Western Region Pipelines), Executive Director (Northern Region Pipelines) and superannuated as Executive Director In-Charge (Operations) from Pipelines Division of Indian Oil Corporation Limited in April, 2022.</p> <p>He has about 40 years of rich experience in various areas of Hydrocarbon Pipelines including System Design, Feasibility Study, Operation & Maintenance of Pipelines including Offshore facilities, Technical Services and Safety & Environment. He has provided faculty support in various training programmes including the one for Engineers of Greater Nile Petroleum Operating Company at Khartoum, Sudan. He has also presented Technical Papers in various National and International Conferences.</p>																				
b)	Past remuneration	Not Applicable																				
c)	Recognition or awards	None																				
d)	Job profile and his suitability	The Company is into business of providing infrastructural facilities and support services. The Whole-time Director has vast experience / expertise in activities in various areas of Hydrocarbon Pipelines including System Design, Feasibility Study, Operation & Maintenance of Pipelines including Offshore facilities, Technical Services and Safety & Environment.																				

		<p>The Whole-time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and / or regulations as may from time to time be given and / or made by the Board and the functions of the Whole-time Director will be under the overall supervision and authority of the Board of Directors of the Company.</p> <p>Considering his education, background, knowledge, experience and expertise, his appointment will be in the interest of the Company.</p>
e)	Remuneration proposed	As per the resolution at Item No. 6 of this Notice convening this Meeting read with the statement pursuant to Section 102(1) of the Act thereto.
f)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is commensurate with the remuneration paid to similar senior level personnel in other companies.
g)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from receiving remuneration, the Whole-time Director has no pecuniary relationship directly or indirectly with the Company.
III	Other Information:	
a)	Reasons of loss or inadequate profits	The Company is engaged in the business of providing infrastructural facilities and support services for over three decades. The Company's major revenue and profit is generated from services provided to Reliance Industries Limited and its group companies. The revenue and profitability of the Company largely depends on quantum of services availed by Reliance Industries Limited and its group companies.
b)	Steps taken or proposed to be taken for improvement	All economical measures are being adopted to maintain the profitability.
c)	Expected increase in productivity and profits in measurable terms	Continuous efforts are being made to optimize economy in operations. As mentioned in (a) above, increase in productivity and profit are largely dependent on availment of infrastructure services by Reliance Industries Limited and its group companies.

Shri Vipin Chandra Sati satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his appointment as Whole-time Director of the Company.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Vipin Chandra Sati under Section 190 of the Act.

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

Members' approval is sought for the appointment of and remuneration payable to Shri Vipin Chandra Sati, as Whole-time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

Save and except Shri Vipin Chandra Sati and his relatives (to the extent of their shareholding, if any), 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 resolutions.

The Board commends the Resolutions set out at Item Nos. 5 and 6 of this Notice for approval by the Members.

Item No. 7

Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("**Listing Regulations**") requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the Board of the Directors.

The Board of Directors of the Company ("**Board**"), at its meeting held on April 16, 2025 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the Members of the Company, appointment of BNP & Associates, Practicing Company Secretaries (Firm Registration No. P2014MH037400), as Secretarial Auditor for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30 on such remuneration as may be determined by the Board of Directors of the Company from time to time.

BNP & Associates, is a firm of Practicing Company Secretaries registered with the Institute of Company Secretaries of India having experienced professionals of many years as its Partners. BNP & Associates is engaged in rendering (i) Compliance Audit

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& Assurance Services; (ii) Advisory and Representation Services; and (iii) Transactional Services for various companies.

BNP & Associates, Practicing Company Secretaries, have consented to their appointment as the Secretarial Auditor, if appointed and have confirmed that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India ("ICSI") and hold a valid certificate of peer review issued by the ICSI. Further, BNP & Associates, Practicing Company Secretaries, have confirmed that they are eligible for appointment as the Secretarial Auditor and are free from any disqualifications.

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2025-26 is ₹ 5,25,000/- (Rupees Five Lakh Twenty Five Thousand only). The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent years of their term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company. There is no material change in the remuneration proposed to be paid to the Secretarial Auditor for the financial year 2025-26 and the remuneration paid to the outgoing Secretarial Auditor for the financial year 2024-25.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor, is required to be approved by the Members of the Company. Accordingly, approval of the Members is sought for passing the Ordinary Resolution as set out at Item No. 7 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 7 of this Notice for approval by the Members.

By Order of the Board of Directors

Amitkumar Mundhe
Company Secretary and Compliance Officer

Mumbai, May 29, 2025

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 7967 9053

Annexure to the Notice dated May 29, 2025**Details of Directors retiring by rotation / seeking appointment at the Meeting:**

Shri Mahesh K. Kamdar	
Age	73 years
Qualifications	Shri Mahesh K. Kamdar is a Graduate in Commerce from Mumbai University. Honorary Doctorate in Business Philosophy from Burkes University, United Kingdom.
Experience (including expertise in specific functional area) / Brief Resume	Shri Mahesh K. Kamdar, has extensive experience and expertise in the fields of pipes, steel and other related products used in engineering, pharmaceutical, chemical and petrochemical industries. For detailed profile, please refer Company's website: www.riil.in
Terms and Conditions of Appointment	In terms of Section 152(6) of the Companies Act, 2013, Shri Mahesh K. Kamdar, is liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any) (FY 2024-25)	₹ 5,25,000/- (by way of sitting fees) (for remuneration details, please refer to Corporate Governance Report).
Remuneration proposed to be paid	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.
Date of first appointment on the Board	July 23, 1990
Shareholding in the Company including shareholding as beneficial owner as on March 31, 2025	463 equity shares of ₹ 10/- each.
Relationship with other Directors / Key Managerial Personnel	Shri Mahesh K. Kamdar is not related to any other Director / Key Managerial Personnel of the Company or its Associate Company.
Number of meetings of the Board attended	FY 2024-25: 4 out of 5 meetings held FY 2025-26 (till the date of this Notice): 1 out of 1 meeting held
Directorships of other Boards as on March 31, 2025	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2025	Nil
Listed entities from which the Director has resigned in the past three years	Nil

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Shri Vipin Chandra Sati	
Age	63 years
Qualifications	Shri Vipin Chandra Sati is a Chemical Engineering Graduate from IIT, Roorkee.
Experience (including expertise in specific functional area) / Brief Resume	Shri Vipin Chandra Sati, has extensive experience and expertise in various areas of Hydrocarbon Pipelines including System Design, Feasibility Study, Operation & Maintenance of Pipelines including Offshore facilities, Technical Services and Safety & Environment. For detailed profile, please refer Company's website: www.riil.in
Terms and Conditions of Appointment	As per the resolution at Item No. 6 of the Notice convening this Meeting read with the statement pursuant to Section 102(1) of the Companies Act, 2013 (" the Act ") thereto. Further, in terms of Section 152(6) of the Act, Shri Vipin Chandra Sati is liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any) (FY 2024-25)	Not Applicable
Remuneration proposed to be paid	As per the resolution at Item No. 6 of the Notice convening this Meeting read with the statement pursuant to Section 102(1) of the Act thereto.
Date of first appointment on the Board	April 1, 2025
Shareholding in the Company including shareholding as beneficial owner as on March 31, 2025	Nil
Relationship with other Directors / Key Managerial Personnel	Shri Vipin Chandra Sati is not related to any other Director / Key Managerial Personnel of the Company or its Associate Company.
Number of meetings of the Board attended	FY 2024-25: Not Applicable FY 2025-26 (till the date of this Notice): 1 out of 1 meeting held
Directorships of other Boards as on March 31, 2025	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2025	Nil
Listed entities from which the Director has resigned in the past three years	Nil

By Order of the Board of Directors

Amitkumar Mundhe
Company Secretary and Compliance Officer

Mumbai, May 29, 2025

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.inE-mail : investor_relations@riil.in

Tel. : +91 22 7967 9053

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 contains 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. The Company considers stakeholders as partners in its success and remain committed to maximising stakeholders' value, be it employees, suppliers, customers, local communities, shareholders or Government & Regulatory Authorities. This approach to value creation emanates from RIIL's belief that sound governance system, based on relationship and trust is integral to creating enduring value for all. The Company has a defined policy framework for ethical conduct of businesses. The Company believes 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. Stakeholders' interests are taken into account before making any business decision. RIIL has the distinction of consistently rewarding its shareholders for over three eventful decades from Initial Public Offer (IPO).

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 believes, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation. It is an upward moving target that we collectively strive towards achieving.

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:

(a) Appropriate Governance Structure with defined Roles and Responsibilities, Policies and Practices

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 ("**Board**"), which in turn governs the Company.

The Board has established five Committees to discharge its responsibilities in an effective manner.

The Chairman is responsible for fostering and promoting the integrity of the Board while nurturing a culture where the Board works harmoniously for the long-term benefit of the Company and all its stakeholders. The Chairman of the Board provides overall direction and guidance to the Board. In the operations and functioning of the Company, the Chairman is assisted by the Executive Director and a core group of senior level executives.

The functions of the Executive Director are under the overall supervision and authority of the Board of the Company. The Chairman of the Board guides the Board for effective governance 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, communications and documentations.

(b) Independent Board with defined Roles and Responsibilities

The Board of the Company comprises 6 (six) directors, out of which 3 (three) are independent directors as on March 31, 2025. 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 applicable laws, rules, regulations, Corporate Social Responsibility activities and Business Responsibility and Sustainability Reporting. The Board also reviews related party transactions, possible risks & risk mitigation measures and financial reports.

(c) Ethics / Governance Policies

The Company strives to conduct business and strengthen relationship in a 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. Therefore, the Company has adopted various codes and policies to carry out its

duties in an ethical manner. Some of these Codes and policies are:

- (i) Code of Business Conduct and Ethics for Directors and Management Personnel
- (ii) Code of Conduct and Ethics – Values and Behaviours
- (iii) Code to regulate, monitor and report trading by directors, promoters, designated persons and specified connected persons of the Company
- (iv) Health, Safety and Environment Policy
- (v) Vigil Mechanism and Whistle-Blower Policy
- (vi) Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
- (vii) Corporate Social Responsibility Policy
- (viii) Policy for Appointment of Directors and determining Directors' Independence
- (ix) Remuneration Policy for Directors, Key Managerial Personnel and other Employees
- (x) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
- (xi) Policy for Preservation of Documents
- (xii) Policy on Determination and Disclosure of Materiality of Events and Information and Web Archival Policy
- (xiii) Dividend Distribution Policy
- (xiv) Risk Management Policy
- (xv) Policy for Performance Evaluation of Independent Directors, Board, Board Committees and other individual Directors
- (xvi) Policy for Appointment to Senior Management Cadre
- (xvii) Data Privacy Policy

(d) Audits, internal checks and balances

Chaturvedi & Shah LLP, Chartered Accountants, are the Statutory Auditor of the Company. The Company has an Internal Audit Cell besides external firms acting as independent internal auditor, as and when required, that reviews internal controls, operating systems and procedures. With respect to Legal Compliances, the Company has implemented a legal compliance programme in conformity with the best international standards, that covers all business activities of the Company. The purview of this system includes various statutes and specific laws applicable to the Company's business operations covered under three major heads viz., Operating Management System, People Management System and Financial Management System.

(e) 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 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. These provide the foundations that enable optimal use and protection of assets, facilitates the accurate and timely compilation of financial statements and management reports.

(f) Corporate Governance practices

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

- All security related filings with Stock Exchanges are reviewed every quarter by the Company's Stakeholders Relationship Committee.
- The Company has independent Board Committees covering matters related to Internal Audit, Stakeholder Relationship, Directors' Remuneration, the nomination of Board members, Corporate Social Responsibility and Risk Management.
- The Company undergoes half yearly secretarial compliance certification by an independent company secretary who is in whole-time practice.
- The Company has appointed an independent firm of Chartered Accountants to conduct concurrent audit of share registry and other incidental functions carried out by the Share Transfer Agent.
- The Company has appointed an independent firm of Chartered Accountants to review and certify the related party transactions undertaken by the Company.

(g) Shareholders' communications

The Board recognizes the importance of two-way communication with shareholders, giving a balanced report of results and progress and responding to questions and issues raised. 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 / queries / requests of its shareholders are responded promptly. A comprehensive and informative shareholders' referencer is available on the website of the Company.

(h) 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 advice 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 assists the Chairman in management of the Board's administrative activities such as meeting schedules, agenda, communications and documentation. The Company Secretary interfaces between the management and regulatory authorities for governance matters. The Company's internal guidelines for Board and Committee meetings facilitate decision-making process at its meetings in an informed and efficient manner.

(i) Succession Planning

The Company believes that sound succession plan for the senior leadership is very important for creating a robust future for the Company. The Nomination and Remuneration Committee works along with the Human Resource team of the Company for a structured leadership succession plan.

2. Board of Directors**(a) Board leadership**

The Company believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. The Board's actions and decisions are aligned with the Company's best interests. The Board is committed to the goal of sustainably elevating the Company's value creation. The Company has defined guidelines and an established framework for the meetings of the Board and its Committees. These guidelines seek to

systematise the decision-making process at the meetings of the Board and its Committees in an informed and efficient manner.

(b) Board composition and category of Directors

The Company has a Board with an optimum mix of Executive and Non-Executive Directors including one Independent Woman Director. More than fifty percent of the Board of Directors are Non-Executive Directors. Fifty percent 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 Board's actions and decisions are aligned with the Company's best interests.

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.

The composition of the Board and category of Directors as on March 31, 2025 are as follows:

Sr. No.	Name of the Director	Category	Director Identification Number (DIN)	No. of Equity Shares held
1.	Mahesh Kalidas Kamdar	Non-Executive Chairman	00013915	463
2.	Sanjiv Singh	Non-Executive Director	05280701	-
3.	Rahul Yogendra Dutt	Independent Director	08872616	-
4.	Achuthan Siddharth		00016278	-
5.	Riddhi Bhimani (Woman Director)		10072936	-
6.	Dilipkumar Vithaldas Dherai*	Executive Director	00011789	900

**Shri Dilipkumar Vithaldas Dherai, Executive Director of the Company, superannuated from the services and stepped down from the position of Director of the Company with effect from end of the day on March 31, 2025. The Board of Directors at its meeting held on March 26, 2025 appointed Shri Vipin Chandra Sati as an Additional Director and Whole-time Director designated as Executive Director with effect from April 1, 2025.*

None of the Directors are related to any other Director on the Board.

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.

(c) Directors' Profile

A brief profile of the Directors, including, *inter-alia*, directorship and full-time positions in body corporates, the nature of their expertise in specific functional areas are available on the website of the Company.

Corporate Governance Report

(d) Familiarisation programmes for Board members

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 Committee meetings on business and performance updates of the Company, business strategy and risks involved.

Monthly / quarterly updates on relevant statutory, regulatory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors.

The details of programmes for familiarisation imparted to Independent Directors are available on the website of the Company and can be accessed at <https://www.ril.in/pdf/ril-familiarisation-programmes-for-indep-directors.pdf>

(e) Core Skills / expertise / competencies available with the Board

The Board comprises qualified and experienced members who possess required skills, expertise and competencies 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

While all the Board members possess the skills identified, their areas of core expertise are given below:

Name of the Director	Area of Expertise
Mahesh Kalidas Kamdar	<ul style="list-style-type: none"> • Leadership • Industry Experience • Corporate Governance
Dilipkumar Vithaldas Dherai*	<ul style="list-style-type: none"> • Operational and Industry Experience • Financial and Risk Management • Strategic Planning • Corporate Governance
Riddhi Bhimani	<ul style="list-style-type: none"> • Corporate Governance • Risk Management • Strategic Planning

Name of the Director	Area of Expertise
Achuthan Siddharth	<ul style="list-style-type: none"> • Leadership • Industry Experience • Financial, Regulatory & Risk Management • Strategic Planning • Corporate Governance
Sanjiv Singh	<ul style="list-style-type: none"> • Leadership • Strategic Planning • Industry Experience • Corporate Governance • Regulatory & Risk Management
Rahul Yogendra Dutt	<ul style="list-style-type: none"> • Leadership • Strategic Planning • Industry Experience • Financial, Regulatory / Legal & Risk Management • Corporate Governance
Vipin Chandra Sati*	<ul style="list-style-type: none"> • Leadership • Operational and Industry Experience • Regulatory and Risk Management • Strategic Planning • Corporate Governance.

**Shri Dilipkumar Vithaldas Dherai, Executive Director of the Company, superannuated from the services and stepped down from the position of Director of the Company with effect from end of the day on March 31, 2025. The Board of Directors at its meeting held on March 26, 2025 appointed Shri Vipin Chandra Sati as an Additional Director and Whole-time Director designated as Executive Director with effect from April 1, 2025.*

(f) Selection and Appointment of Independent Directors

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field / profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as an Independent Director on the Board.

The Nomination and Remuneration Committee, *inter-alia*, considers qualification, positive attributes, areas of expertise and number of Directorship(s) and Membership(s) held in various committees of other companies by such persons in accordance with the Company's Policy for Appointment of Directors and determining Directors' independence and recommend to the Board their appointment.

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

criteria of independence as provided under law and that he / she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his / her ability to discharge his / her duties with an objective independent judgement and without any external influence.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

3. Board Meetings, Committee Meetings and Procedures

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 & 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 five Board Committees, namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee and is authorised to constitute other 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.

4. Number of Board meetings and Attendance of Directors

During the financial year 2024-25, 5 (five) Board meetings were held as against the statutory requirement of four meetings.

The details of Board meetings and attendance of Directors at these meetings and at the last Annual General Meeting ("AGM") are given below:

Name of the Director	Last AGM held on June 12, 2024	Board Meetings held on					% Attendance of Director in Board Meetings
		April 18, 2024	July 18, 2024	October 11, 2024	January 15, 2025	March 26, 2025	
Mahesh Kalidas Kamdar	Yes	Yes	No	Yes	Yes	Yes	80
Dilipkumar Vithaldas Dherai*	Yes	Yes	Yes	Yes	Yes	Yes	100
Riddhi Bhimani	Yes	Yes	Yes	Yes	Yes	Yes	100
Achuthan Siddharth	Yes	Yes	Yes	Yes	Yes	Yes	100
Sanjiv Singh	Yes	Yes	Yes	Yes	Yes	Yes	100
Rahul Yogendra Dutt	Yes	Yes	Yes	Yes	Yes	Yes	100
% Attendance at meeting	100	100	83.33	100	100	100	

*Shri Dilipkumar Vithaldas Dherai, Executive Director of the Company, superannuated from the services and stepped down from the position of Director of the Company with effect from end of the day on March 31, 2025.

5. Number of other Directorship(s) and Chairmanship(s) / Membership(s) of Committees of each Director in various other companies:

Name of the Director	No. of Other Directorship(s) as on March 31, 2025	Directorship in other Listed Company(ies) and Category of Directorship as on March 31, 2025	No. of Membership(s) / Chairmanship(s) of Committees in other Company(ies) as on March 31, 2025*
Mahesh Kalidas Kamdar	Nil	Nil	Nil
Achuthan Siddharth	9	1. Alok Industries Limited – Independent Director 2. Sammaan Capital Limited (formerly known as Indiabulls Housing Finance Limited) - Independent Director 3. DEN Networks Limited – Independent Director 4. JM Financial Products Limited (High Value Debt Listed Public Company) – Independent Director	8 (5 as Chairman)
Dilipkumar Vithaldas Dherai	Nil	Nil	Nil

Corporate Governance Report

Name of the Director	No. of Other Directorship(s) as on March 31, 2025	Directorship in other Listed Company(ies) and Category of Directorship as on March 31, 2025	No. of Membership(s) / Chairmanship(s) of Committees in other Company(ies) as on March 31, 2025 ^a
Riddhi Bhimani	6	1. Lotus Chocolate Company Ltd. - Independent Director	4
Sanjiv Singh	4	Nil	Nil
Rahul Yogendra Dutt	6	1. Alok Industries Limited – Independent Director 2. DEN Networks Limited – Independent Director 3. Sterling and Wilson Renewable Energy Limited – Independent Director 4. Balkrishna Industries Limited – Independent Director	5

^aIn accordance with Regulation 26 of the Listing Regulations.

The detailed profile of the Directors is available on the website of the Company.

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

6. Committees

Details of the Committees and other related information are provided hereunder:

Composition of Committees of the Company as on March 31, 2025:

Audit Committee	Nomination and Remuneration Committee
1. Riddhi Bhimani (Chairperson of the Committee) 2. Achuthan Siddharth 3. Rahul Yogendra Dutt	1. Achuthan Siddharth (Chairman of the Committee) 2. Riddhi Bhimani 3. Rahul Yogendra Dutt
Stakeholders Relationship Committee	Corporate Social Responsibility Committee
1. Mahesh Kalidas Kamdar (Chairman of the Committee) 2. Sanjiv Singh 3. Achuthan Siddharth 4. Rahul Yogendra Dutt	1. Sanjiv Singh (Chairman of the Committee) 2. Achuthan Siddharth 3. Riddhi Bhimani
Risk Management Committee	
1. Dilipkumar Vithaldas Dherai (Chairman of the Committee) 2. Sanjiv Singh 3. Achuthan Siddharth 4. Riddhi Bhimani 5. Praveen Baser (Chief Financial Officer) 6. Umesh Devidas Giriyan (Assistant Vice President, Reliance Terminal at JNPT and Pipelines)	

The composition and terms of reference of the Committees are in compliance with the Companies Act, 2013 and the Listing Regulations, as applicable.

Smt. Sindhu Menon ceased to be the Chief Financial Officer of the Company with effect from the close of business hours of July 18, 2024. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Shri Praveen Baser as the Chief Financial Officer of the Company with effect from July 19, 2024.

Shri Praveen Baser has been appointed as a member of the Risk Management Committee in place of Smt. Sindhu Menon with effect from July 19, 2024.

Shri Dilipkumar Vithaldas Dherai, Executive Director of the Company, superannuated from the services and stepped down from the position of Director of the Company with effect from end of the day on March 31, 2025.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on March 26, 2025, appointed Shri Vipin Chandra Sati as an Additional Director and Whole-time Director designated as Executive Director for a term of 5 (five) years with effect from April 1, 2025. He has been appointed as a Member of Risk Management Committee with effect from April 1, 2025.

Shri Sanjiv Singh has been appointed as a Chairman of Risk Management Committee with effect from April 1, 2025.

The Company Secretary and Compliance Officer is the Secretary of all the Committees constituted by the Board.

Meetings of Committees held during the financial year 2024-25 and members' attendance:

Committees of the Company	Audit Committee	Nomination and Remuneration Committee	Corporate Social Responsibility Committee	Stakeholders Relationship Committee	Risk Management Committee
Meetings held	4	3	2	4	4
Members' Attendance					
Mahesh Kalidas Kamdar	*	*	*	3	*
Achuthan Siddharth	4	3	2	4	4
Riddhi Bhimani	4	3	2	*	4
Sanjiv Singh	*	*	2	4	4
Rahul Yogendra Dutt	4	3	*	4	*
Dilipkumar Vithaldas Dherai ¹	*	*	*	*	4
Sindhu Menon ²	*	*	*	*	2
Praveen Baser ²	*	*	*	*	2
Umesh Devidas Giriyan	*	*	*	*	4

* Not a member of the Committee.

1. Shri Dilipkumar Vithaldas Dherai, Executive Director of the Company, superannuated from the services and stepped down from the position of Director of the Company with effect from end of the day on March 31, 2025.
2. Smt. Sindhu Menon ceased to be the Chief Financial Officer of the Company with effect from the close of business hours of July 18, 2024. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Shri Praveen Baser as the Chief Financial Officer of the Company with effect from July 19, 2024. Shri Praveen Baser has been appointed as a member of the Risk Management Committee in place of Smt. Sindhu Menon with effect from July 19, 2024.

Procedure at Committee Meetings

The Company's guidelines relating to Board meetings are also applicable to Committee meetings. During the year, all the recommendations made by the respective Committees were accepted by the Board. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its functioning. Minutes of the proceedings of Committee meetings are circulated to the respective Committee members and are also placed before the Board for its noting. The composition and terms of reference of all the Committees are in compliance with the Companies Act, 2013 and the Listing Regulations, as applicable.

Details of Committees

AUDIT COMMITTEE

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

- a) Recommend for appointment, remuneration and terms of appointment of auditors, including cost auditors of the company.

- b) Approval of payment to statutory auditors, including cost auditors, for any other services rendered by them.
- c) Review with the management, the quarterly financial statements before submission to the Board for approval.
- d) Review and monitor the auditor's independence, performance and effectiveness of audit process.
- e) Approval or any subsequent modification of transactions with related parties of the Company.
- f) Review 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.
- g) Review the functioning of the Whistle Blower mechanism / oversee the vigil mechanism.

The detailed terms of reference of the Committee is available on the website of the Company.

Corporate Governance Report

General

Members of the Audit Committee possess requisite qualifications. The representative of Statutory Auditor is a permanent invitee to the Audit Committee meetings held quarterly.

The representatives of Statutory Auditor, Executives from Accounts department, Finance department, Corporate Secretarial department and Internal Audit department attend the Audit Committee meetings.

The Chairperson of the Committee was present at the last AGM of the Company held on June 12, 2024.

Meeting Details

4 (four) meetings of the Audit Committee were held during the financial year, in line with statutory requirement of four meetings. The meetings were held on April 18, 2024, July 18, 2024, October 11, 2024 and January 15, 2025. The details of attendance of Committee members are given in this Report. There was 100% attendance by all the members of the Committee at all meetings.

NOMINATION AND REMUNERATION COMMITTEE

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

- a) Formulate 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.
- b) Formulate the criteria for evaluation of performance of Independent Directors and the Board of the directors.
- c) Devise a policy on Board Diversity.
- d) Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and / or removal.
- e) Specify 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.
- f) Recommend to the Board, all remuneration, in whatever form, payable to senior management.

The detailed terms of reference of the Committee is available on the website of the Company.

The Chairman of the Committee was present at the last AGM of the Company held on June 12, 2024.

Meeting Details

3 (three) meetings of the Nomination and Remuneration Committee were held during the financial year, as against statutory requirement of one meeting. The meetings were held on April 18, 2024, July 18, 2024 and March 26, 2025. The details of attendance of Committee members are given in this Report. There was 100% attendance by all the members of the Committee at all meetings.

RISK MANAGEMENT COMMITTEE

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

- a) Formulate / review Risk Management Plan and Risk Management Policy.
- b) Oversee implementation / Monitoring of Risk Management Plan and Policy including evaluating and validating the adequacy of risk management systems.
- c) Periodically review and evaluate the Risk Management Policy and Practices with respect to risk assessment and risk management processes.
- d) Review of cyber security and related risks.

The detailed terms of reference of the Committee is available on the website of the Company.

The Chairman of the Committee was present at the last AGM of the Company held on June 12, 2024.

Meeting Details

4 (four) meetings of the Committee were held during the financial year, as against statutory requirement of two meetings. The meetings were held on April 18, 2024, July 18, 2024, October 11, 2024 and January 15, 2025. The details of attendance of Committee members are given in this Report. There was 100% attendance by all the members of the Committee at all meetings.

STAKEHOLDERS RELATIONSHIP COMMITTEE

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

- a) Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading.
- b) Resolve grievances of security holders of the Company including complaints related to transfer / transmission of securities, non-receipt of annual reports, non-receipt of declared dividend, issue new / duplicate certificates, general meetings, etc.
- c) Review measures taken for effective exercise of voting rights by shareholders.

- d) Review 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.

The detailed terms of reference of the Committee is available on the website of the Company.

The Chairman of the Committee was present at the last AGM of the Company held on June 12, 2024.

Meeting Details

4 (four) meetings of the Committee were held during the financial year, as against statutory requirement of one meeting. The meetings were held on April 18, 2024, July 18, 2024, October 11, 2024 and January 15, 2025. The details of attendance of Committee members are given in this Report. There was 100% attendance by all the members of the Committee at meetings except at July 18, 2024 meeting which was not attended by Shri Mahesh Kalidas Kamdar.

Investor Grievance Redressal

The number of complaints received and resolved to the satisfaction of investors during the financial year (out of investor base of 0.86 lakh) and their break-up are as under:

Type of Complaints	No. of Complaints
Non-receipt of Annual Reports/ Others	0
Non-receipt of Dividend Warrants	0
Transfer of Securities	4
Total	4

As on March 31, 2025, no complaint was outstanding.

The response time for attending to investors' correspondence during financial year 2024-25 is as under:

Particulars	No.	%
Total number of correspondences received during the financial year 2024-25	2022	100.00
Replied within 1 to 4 working days of receipt	2022	100.00
Replied after 4 working days of receipt	NIL	NIL

Compliance Officer

Shri Amitkumar Mundhe, Company Secretary and Compliance Officer is the Compliance Officer of the Company.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

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

- a) Formulate and recommend to the Board, a Corporate Social Responsibility ("**CSR**") Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made thereunder.

- b) Recommend the amount of expenditure to be incurred on the CSR activities.
- c) Monitor the implementation of the CSR Policy of the Company from time to time.
- d) Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for the performance of its duties.

The detailed terms of reference of the Committee is available on the website of the Company.

The Chairman of the Committee was present at the AGM of the Company held on June 12, 2024.

Meeting Details

2 (two) meetings of the Committee were held during the financial year. The meetings were held on April 18, 2024 and October 11, 2024. The details of attendance of Committee members are given in this Report. There was 100% attendance by all the members of the Committee at all meetings.

Performance Evaluation criteria for Directors

The Nomination and Remuneration Committee has devised a criteria for evaluation of the performance of the Directors including Independent Directors. The said criteria, provides certain parameters like attendance, acquaintance with business, communication inter-se between board members, effective participation, domain knowledge, compliance with code of conduct, strategy, etc., which is in compliance with applicable laws, regulations and guidelines.

Directors' Remuneration

Remuneration policy

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is available on the website of the Company.

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

Remuneration of the Whole-time Director designated as Executive Director for the financial year 2024-25

Shri Dilipkumar Vithaldas Dherai, who was the Whole-time Director designated as Executive Director, is paid remuneration as per the terms duly recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and the Members of the Company. The Nomination and Remuneration Committee in terms of the Remuneration Policy of the Company annually reviewed his remuneration.

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The aggregate remuneration paid to Shri Dilipkumar Vithaldas Dherai for the year ended March 31, 2025 was ₹ 144 lakh (comprising of salary, allowances and perquisites ₹ 139 lakh, and retiral benefits ₹ 5 lakh). Allowances include performance linked incentives for the financial year 2023-24 paid in the financial year 2024-25.

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 the date of appointment and can be terminated by either party by giving, three months' notice in writing. There is no separate provision for payment of severance fees.

Remuneration (sitting fees) paid to Non-Executive Directors for the financial year 2024-25 is as follows:

Shri Mahesh Kalidas Kamdar: ₹ 5,25,000/-, Shri Achuthan Siddharth: ₹ 18,00,000/-, Smt. Riddhi Bhimani: ₹ 15,00,000/-, Shri Sanjiv Singh: ₹ 11,25,000/- and Shri Rahul Yogendra Dutt: ₹ 14,25,000/-

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

Directors' & Officers' Liability Insurance

In line with the requirements of Regulation 25(10) of the Listing Regulations, Reliance Industries Limited ("RIL"),

Promoter of the Company, has in place a Directors and Officers Liability Insurance Policy in which the Directors and Officers of the Company, being an Associate Company of RIL, are also insured.

7. Code of Conduct

The Company has in place a 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.

A copy of the Code of Business Conduct and Ethics for Directors and Management Personnel and Code of Conduct and Ethics - Values and Behaviours are available on the website of the Company.

The Code of Business Conduct and Ethics for Directors and Management Personnel has been circulated to Directors and Senior Management Personnel, and its compliance is affirmed by them annually.

A declaration on confirmation of compliance of the Code of Conduct, signed by the Executive Director is published in this Report.

8. General Body Meetings

(a) 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(s) passed
2023-24	June 12, 2024	04:30 p.m.	Held through Video Conference. (Deemed venue was Registered Office of the Company at NKM International House, 5th Floor, 178 Backbay Reclamation, Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai – 400 020)	1. To appoint Shri Rahul Dutt as an Independent Director 2. To re-appoint Shri Dilip V. Dherai as a Whole-time Director, designated as an Executive Director of the Company and approve remuneration payable to him
2022-23	June 19, 2023	02:00 p.m.		1. To appoint Shri Achuthan Siddharth as an Independent Director 2. To appoint Smt. Riddhi Bhimani as an Independent Director
2021-22	September 28, 2022	04:30 p.m.		No special resolution was passed

(b) Resolution(s) passed through Postal Ballot

No postal ballot was conducted during the financial year 2024-25. There is no immediate proposal for passing any resolution through postal ballot.

However, if required, the same shall be passed in compliance with the provisions of the Companies Act, 2013, the Listing Regulations or any other applicable laws.

9. Other Disclosures

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

There were no materially significant related party transactions which could have potential conflict with interest of the Company at large.

The Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions is available on the website of the Company and can be accessed at <https://www.riil.in/pdf/riil-policy-on-materiality.pdf>

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 the 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.

The Company has made full disclosure of transactions with the related parties as set out in Note 24 of Standalone Financial Statement, forming part of the Annual Report.

(b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or Securities and Exchange Board of India ("SEBI"), or any other statutory authority, on any matter related to capital markets during the last three years

There are no instances 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) Vigil Mechanism and Whistle Blower Policy

The Company promotes safe, ethical and compliant conduct of 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 encouraged to report violations of applicable laws and regulations and the Code of Conduct, without fear of any retaliation. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report violations to the Chairperson of the Audit Committee. There was no instance of denial of access to the Audit Committee during the year.

The Vigil Mechanism and Whistle-Blower Policy is available on the website of the Company and can be accessed at <https://www.riil.in/pdf/whistle-blower-policy.pdf>

(d) Disclosure by listed entity and its subsidiaries of loans and advances in the nature of loans to firms / companies in which directors are interested by name and amount

The Company has not given any loans and advances in the nature of loans to firms / companies in which directors are interested.

(e) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

The Company does not have any subsidiary.

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. They are also available on the website of the Company.

(b) Media Releases: Official media releases are sent to Stock Exchanges and are also available on the website of the Company.

(c) Website: The Company's website: 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 Statement, Audited Consolidated Financial Statement, Board's Report, Auditor's Report, Corporate Governance Report, Business Responsibility and Sustainability Report and other important information is circulated to the members and others entitled thereto. The Management's Discussion and Analysis Report forms part of the Annual Report. The Annual Report is also available on the website of the Company.

Corporate Governance Report

- (e) **Letters / e-mails / SMS to Investors:** Apart from sending Annual Report, the Company has also addressed various investor-centric letters / e-mails / SMS to its shareholders during the year. These include reminders for claiming unclaimed / unpaid dividend from the Company; dematerialisation of shares, updating e-mail address, PAN, bank account details and Nomination details.

In accordance with the SEBI Circulars the Company has sent letters, emails and SMS to its shareholders intimating them to furnish valid PAN, Choice of Nomination, Contact Details, Mobile Number, Bank Account Details, Specimen Signature updated, as applicable, for receiving dividend electronically with effect from April 1, 2024.

- (f) **Filings with the Stock Exchanges:** All periodical and other compliance filings are made electronically on the portal of the stock exchanges.
- (g) **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 by concerned companies and online viewing by investors of actions taken on the complaint(s) and their current status.

- (h) **Online Dispute Resolution Portal (ODR):** SEBI vide its Circular dated July 31, 2023 issued guidelines for members

to resolve their grievances by way of ODR through a common ODR portal. Members are requested to first take up their grievance, if any, with KFin Technologies Limited, Share Transfer Agent of the Company. If the grievance is not redressed satisfactorily, the Member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines; and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>

- (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@kfintech.com
- c. **For queries in respect of investor claims:**
investor.claims@riil.in

- (j) **Presentations made to institutional investors or to the analysts:** The Company has not made any presentation to institutional investors or to the analysts.

- (k) **Shareholders' Feedback Survey:** The Company takes feedback from shareholders on various matters relating to investor services and Annual Report for improvement in future.

11. General Shareholder Information

(a)	Annual General Meeting	Thursday, June 26, 2025 at 04:00 p.m. (IST) through Video Conferencing as set out in the Notice convening the Annual General Meeting. Deemed venue of the Meeting is Registered Office of the Company at NKM International House, 5th Floor, 178 Backbay Reclamation, Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai - 400 020.
(b)	Financial Year	April 1 to March 31
(c)	Financial Calendar	(Tentative) Results for the quarter ending: June 30, 2025 - Third week of July, 2025; September 30, 2025 - Third week of October, 2025; December 31, 2025 - Fourth week of January, 2026; and March 31, 2026 - Fourth week of April, 2026. Annual General Meeting – July / August
(d)	Dividend Payment Date	Between June 26, 2025 and July 2, 2025 electronically to all the shareholders who have furnished bank account details to the Company / its Share Transfer Agent / Depository Participant, as applicable.
(e)	Listing of Equity Shares on Stock Exchanges	1. BSE Limited ("BSE"), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 2. National Stock Exchange of India Limited ("NSE"), Exchange Plaza, C- 1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051. ISIN: INE046A01015
(f)	Payment of Listing Fees	Annual listing fee for the financial year 2025-26 has been paid by the Company within due dates to BSE Limited and National Stock Exchange of India Limited.

(g) Share Transfer Agent**KFin Technologies Limited**

Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District,

Nanakramguda, Hyderabad – 500 032, India

Toll Free No.:1800-309-4001 (From 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days)

e-mail: riilnkm@kfintech.com

Website: www.kfintech.com

(h) Share Transfer System

As mandated by SEBI, shares of the Company can be transferred / traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. In this regard, a communication encouraging dematerialisation of shares and explaining the procedure thereof, was also sent during the year to the shareholders of the Company holding shares in physical form.

(i) Shareholding Pattern as on March 31, 2025

Sr. No.	Category of shareholder	Number of shareholders	Total number of shares	% of total number of shares (A+B)
(A)	Shareholding of Promoter and Promoter Group			
(1)	Indian	1	68 60 064	45.43
(2)	Foreign	-	-	-
	Total Shareholding of Promoter and Promoter Group	1	68 60 064	45.43
(B)	Public Shareholding			
(1)	Institutions	34	1 87 587	1.24
(2)	Non-institutions	86 270	80 52 349	53.33
	Total Public Shareholding	86 304	82 39 936	54.57
	Total (A) + (B)	86 305	1 51 00 000	100.00

(j) Distribution of Shareholding by Size as on March 31, 2025

Sr. No.	Category (Shares)	No. of Holders	No. of Shares	% of total Shares
1	01 – 100	75 549	20 95 914	13.88
2	101 – 500	8 615	19 87 545	13.16
3	501 – 1000	1 212	9 23 317	6.11
4	1001 – 5000	805	16 64 792	11.03
5	5001 – 10000	85	5 80 419	3.84
6	10001 – 50000	36	6 68 679	4.43
7	50001 – 100000	1	55 253	0.37
8	Above 100000	2	71 24 081	47.18
	Total	86 305	1 51 00 000	100.00

(k) Dematerialisation of Shares

Mode of Holding	% of Share Capital
NSDL	70.98
CDSL	27.72
Physical	1.30
Total	100.00

Corporate Governance Report

(l) Corporate Benefits to Investors

Dividend declared for the last 10 years

Financial Year	Date of Dividend Declaration	Dividend Per Equity Share of ₹ 10/- each (₹)
2023-24	June 12, 2024	3.50
2022-23	June 19, 2023	3.50
2021-22	September 28, 2022	3.00
2020-21	August 27, 2021	3.00
2019-20	September 18, 2020	3.00
2018-19	August 28, 2019	3.00
2017-18	July 11, 2018	3.50
2016-17	July 28, 2017	3.50
2015-16	June 23, 2016	3.50
2014-15	September 9, 2015	3.50

(m) Liquidity

Higher trading activity is witnessed on NSE.

Relevant data for the average daily turnover for the financial year 2024-25 is given below:

Particulars	BSE	NSE	TOTAL
Shares (nos.)	17 363	2 73 660	2 91 023
Value (₹ in crore)	2.09	33.37	35.46

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

(n) 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.

(o) 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.

(p) Plant Locations

The Company is mainly engaged in providing infrastructural facilities and support services viz., providing services of transportation of petroleum

products, natural gas and raw water through its pipelines and other infrastructure support services. The Company does not have any manufacturing plant.

(q) Address for Correspondence

For Shares held in Physical form

KFin Technologies Limited

Selenium Tower B, Plot 31 & 32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad – 500 032, India

Toll Free No. : 1800 309 4001
(From 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days)

E-mail : riilnkm@kfintech.com

Website : www.kfintech.com

For Shares held in Demat form

Depository Participant(s) of the Investor concerned.

Any query on the Annual Report

Shri Amitkumar Mundhe
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

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

In accordance with the provisions of the Companies Act, 2013, during the year, the Company has:

- credited ₹ 13.54 lakh to the Investor Education and Protection Fund ("IEPF");
- transferred 20,970 equity shares of ₹ 10/- each, to the credit of IEPF Authority.

The Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2025.

Details of shares transferred to IEPF Authority during financial year 2024-25 are also available on the website of the Company.

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

Last date to claim unclaimed / unpaid dividends before transfer to IEPF, for the financial year 2017-18 and thereafter, are as under:

Financial year ended	Declaration Date	Date to claim before transfer to IEPF
March 31, 2018	July 11, 2018	August 17, 2025
March 31, 2019	August 28, 2019	October 4, 2026
March 31, 2020	September 18, 2020	October 25, 2027
March 31, 2021	August 27, 2021	October 3, 2028
March 31, 2022	September 28, 2022	November 4, 2029
March 31, 2023	June 19, 2023	July 26, 2030
March 31, 2024	June 12, 2024	July 19, 2031

The procedure for claiming underlying shares and unpaid / unclaimed dividend from IEPF Authority is covered in the Shareholders' Referencer available on the website of the Company.

Further, in accordance with the IEPF Rules, the Board appointed Shri Amitkumar Mundhe as Nodal Officer of the Company and Ms. Mrunal Shreerang Vaidya as Deputy Nodal Officer of the Company for the purposes of verification of claims of shareholders pertaining to shares transferred to IEPF and / or refund of dividend from IEPF Authority and for coordination with IEPF Authority. The details of the Nodal Officer and Deputy Nodal Officer are available on the website of the Company.

(s) Credit Ratings

Not Applicable as the Company has not availed any borrowings.

(t) Equity Shares in the Unclaimed Suspense Account / Suspense Escrow Demat Account

There are no shares lying in the Suspense Escrow Demat Account and in the Unclaimed Suspense Account.

(u) Weblinks for the matters referred in this report are as under:

Particulars	Website link
Policies and Codes	
Remuneration Policy for Directors, Key Managerial Personnel and other employees	https://www.riil.in/pdf/remuneration-policy-for-directors-key-managerial-other-empl.pdf
Policy for Appointment of Directors and determining Directors' independence	https://www.riil.in/pdf/policy-for-appointmentof-directors-and-determining-Directors'independence.pdf
Code of Business Conduct and Ethics for Directors and Management Personnel	https://www.riil.in/pdf/CodeBusiness-Conduct-ethics.pdf
Code of Conduct and Ethics – Values and Behaviours	https://www.riil.in/pdf/code-of-conduct-and-ethics-of-employee.pdf
Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions	https://www.riil.in/pdf/riil-policy-on-materiality.pdf
Policy on Determination and Disclosure of Materiality of Events and Information and Web Archival Policy	https://www.riil.in/pdf/policy-disclosure-of-materiality.pdf
Vigil Mechanism and Whistle-Blower Policy	https://www.riil.in/pdf/whistle-blower-policy.pdf
Familiarisation programmes for Independent Directors	https://www.riil.in/pdf/riil-familiarisation-programmes-for-indep-directors.pdf
Reports	
Quarterly / Half yearly / Annual Financial Results (from year 2004 to 2025)	http://www.riil.in/quarterly_results.html
Media Releases	http://www.riil.in/news_media.html

Corporate Governance Report

Particulars	Website link
Annual Report (from year 1991 to 2025)	http://www.riil.in/notice_annual_report.html
Shareholder Information	
Profile of Directors	https://www.riil.in/pdf/riil-profile-of-directors.pdf
Composition of Board of Directors	http://www.riil.in/board_composition.html
Composition of various Committees of the Board and their terms of reference	http://www.riil.in/committee_b_director.html
Details of unpaid and unclaimed dividend amounts lying with the Company as on March 31, 2025 and details of shares transferred to IEPF during financial year 2024-25.	http://www.riil.in/investor_services.html
Investor Contacts	http://www.riil.in/investor_contacts.html
Shareholders' Referencer	https://www.riil.in/pdf/RIIL_Shareholder_Referencer.pdf

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

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

13. The Company is in compliance with the corporate governance requirements specified in Regulations 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations.

14. Compliance Certificate of the Auditor

Certificate from the Company's Auditor, Chaturvedi & Shah LLP, Chartered Accountants, confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report.

15. Compliance with Mandatory Requirements and adoption of discretionary Requirements

The Company has complied with all mandatory requirements of Regulation 34 of the Listing Regulations.

The Company has adopted the following discretionary requirements of the Listing Regulations:

(a) Audit Qualification

The Company is in the regime of unmodified opinions on financial statements.

(b) Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee.

(c) Meetings of Independent Directors

As per Regulation 25(3) of the Listing Regulations, Independent Directors should meet at least once in a financial year. The Company's Independent Directors met twice during the financial year 2024-25, without the presence of non-independent directors and members of the management. Such meetings were conducted to enable the Independent Directors, to discuss matters pertaining to the Company's affairs and put forth their views.

16. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)

Not Applicable

17. Certificate of Non-Disqualification of Directors

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 SEBI, Ministry of Corporate Affairs or any such other Statutory Authority as stipulated under Regulation 34(3) of the Listing Regulations, is attached to this Report.

18. CEO / CFO Certification

The Executive Director ("ED") and the Chief Financial Officer ("CFO") of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations, a copy of which is attached to this Report. The ED and the CFO 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.

19. Fees paid to Statutory Auditor

The Company does not have any subsidiary. The total fees paid by the Company to Statutory Auditor (including tax audit fees) during the financial year 2024-25 is ₹ 35 lakh. As confirmed by Statutory Auditor of the Company, they are not part of any network firm / network entity.

20. Particulars of senior management including the changes therein since the close of the previous financial year.**(a) Senior Management as on March 31, 2025**

Name of employee	Designation
Shri Amitkumar Mundhe	Company Secretary and Compliance Officer
Shri Praveen Baser*	Chief Financial Officer
Shri Umesh Devidas Giriyan	Assistant Vice President, Reliance Terminal at JNPT and Pipelines

**Appointed on a secondment basis*

(b) Changes in Senior Management during financial year 2024-25

During the year under review, following changes took place:

Name of Employee	Designation	Remark	Date of change
Smt. Sindhu Menon	Chief Financial Officer	Cessation	July 18, 2024
Shri Praveen Baser	Chief Financial Officer	Appointment	July 19, 2024

21. Agreements relating to the Company

There are no agreements with any party which impact the management or control of the Company or impose any restriction or create any liability upon the Company.

22. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to provide a work environment which ensures that every employee is treated with dignity, respect and afforded equal treatment. In accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("**POSH Act**") along with Rules made thereunder, the Company has in place a policy which mandates no tolerance against any conduct amounting to sexual harassment of women at workplace. There were no cases / complaints filed during the financial year, under the POSH Act. Further, the Company has constituted Internal Complaints Committee for various workplaces to redress and resolve any complaints arising under the POSH Act.

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, the affirmation that they have complied with the 'Code of Business Conduct and Ethics for Directors and Senior Management Personnel' in respect of the financial year 2024-25.

Mumbai, April 16, 2025

Vipin Chandra Sati
Executive Director

Corporate Governance Report

CEO / CFO Certification

**Under Regulation 17(8) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

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 ("**the Company**") for the year ended March 31, 2025 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 that:
 - i. there are no significant changes in internal control over financial reporting during the year;
 - ii. there are no significant changes in accounting policies during the year; and
 - iii. there are no instances of significant fraud of which we have become aware.

Praveen Baser
Chief Financial Officer

Vipin Chandra Sati
Executive Director

Mumbai, April 16, 2025

Independent Auditor's Report on Compliance with the Conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

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

1. This Certificate is issued in accordance with the terms of our engagement letter dated June 25, 2024.
2. We Chaturvedi & Shah LLP, Chartered Accountants, the Statutory Auditors of Reliance Industrial Infrastructure Limited ("the Company") have examined the compliance of conditions of Corporate Governance by the Company, for the year ended March 31, 2025, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Paragraphs C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations"). This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

Management's Responsibility

3. The compliance of the conditions of Corporate Governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of accounts and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ("the ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this Certificate and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI, which requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
8. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include but not limited to verification of secretarial records and financial information of the Company and obtained necessary representations.
9. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

10. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Paragraphs C and D of Schedule V of the Listing Regulations during the year ended March 31, 2025.
11. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on use

12. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose to whom this Certificate or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For Chaturvedi & Shah LLP
Chartered Accountants
Firm Registration No. 101720W/W100355

Gaurav Jain
Partner
Membership No.: 129439
UDIN: 25129439BMKQWP6699

Place: Mumbai
Date: April 16, 2025

Corporate Governance Report

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

Reliance Industrial Infrastructure Limited

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

I 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-Reclamation, Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai-400020 (hereinafter referred to as '**the Company**'), provided by the Company in physical mode or as scanned copies by email or through permitted access to the Company's in-house portal 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 and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2025 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
1.	Mr. Dilipkumar Vithaldas Dherai *	00011789	July 01, 1994 (re-appointed for 5 years with effect from July 01, 2024)
2.	Mr. Mahesh Kalidas Kamdar	00013915	July 23, 1990
3.	Mr. Achuthan Siddharth	00016278	April 01, 2019 (appointed as Independent Director for 5 years with effect from March 21, 2023)
4.	Ms. Riddhi Bhimani	10072936	March 21, 2023
5.	Mr. Rahul Yogendra Dutt	08872616	March 27, 2024
6.	Mr. Sanjiv Singh	05280701	March 27, 2024

**Superannuated from the services and stepped down from the position of Director of the Company with effect from the end of the day on March 31, 2025.*

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my 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
ICSI Unique Code: S2024MH1002900
PR 6443/2025

Place: Mumbai
Date: April 16, 2025

Shashikala Rao
Proprietor
FCS 3866 CP No. 9482
UDIN F003866G000124019

Board's Report

Dear Members,

The Board of Directors present the Company's Thirty-seventh Annual Report and the Company's audited financial statements for the financial year ended March 31, 2025.

Financial Results

The Company's financial performance (standalone and consolidated) for the year ended March 31, 2025 is summarised below:

(₹ in lakh)

	STANDALONE		CONSOLIDATED	
	2024-25	2023-24	2024-25	2023-24
Profit Before Tax	11 48	15 85	13 62	18 96
Current Tax*	(1 50)	(2 92)	(1 50)	(2 92)
Deferred Tax	(15)	(2 72)	(15)	(2 72)
Profit for the Year	9 83	10 21	11 97	13 32
Opening Balance in Retained Earnings	54 22	52 29	95 94	90 90
Sub-Total	64 05	62 50	107 91	1 04 22
Appropriations				
Transferred to General Reserve	(3 00)	(3 00)	(3 00)	(3 00)
Dividend on Equity Shares^	*(5 28)	*(5 28)	*(5 28)	*(5 28)
Closing Balance in Retained Earnings	55 77	54 22	99 63	95 94

Figures in brackets represent deductions

Includes Provision for Income Tax of earlier years - NIL (Previous year ₹ 66 lakh)

*For Financial Year 2023-24

^For Financial Year 2022-23

^Subject to rounding off differences

Dividend

The Board of Directors have recommended a dividend of ₹ 3.50 (Three rupees and fifty paise) per equity share of ₹ 10/- (Ten rupees only) each fully paid-up of the Company for the financial year ended March 31, 2025 (last year ₹ 3.50 per equity share of ₹ 10/- each fully paid-up). Dividend payment is subject to approval of Members at the ensuing Annual General Meeting and subject to deduction of income tax at source.

The dividend recommended is in accordance with the Company's Dividend Distribution Policy. The said policy of the Company is available on the Company's website and can be accessed at: <http://www.riil.in/pdf/dividend-distribution-policy.pdf>

Details of material changes from the end of the financial year

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.

Management Discussion and Analysis Report

Management 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's Net profit was ₹ 983 lakh as compared to ₹ 1,021 lakh in the previous year. Revenue from transportation services was ₹ 3,317 lakh as compared to ₹ 3,350 lakh in the previous year. Revenue from infrastructure support and other operating income was ₹ 1,632 lakh as compared to ₹ 2,458 lakh in the previous year, mainly on account of lower utilization of the infrastructure assets.

The Company continues to provide infrastructure support services which includes transportation of petroleum products, natural gas and raw water through pipelines and other infrastructure support services mainly to Reliance Industries Limited.

Resources and Liquidity

The Company's net worth as on March 31, 2025 stood at ₹32,400 lakh, with accumulated reserves and surplus of ₹30,890 lakh.

The Return on net worth fell to 3.1% in FY 2024-25 as against 3.2% in previous year due to lower profits on account of lower utilisation of infrastructure assets.

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios along with detailed explanation is given below:

- Trade Receivable Turnover Ratio decreased to 10.90 in FY 2024-25 as against 16.76 in the previous year primarily due to increase in average trade receivables.
- Return on Capital Employed increased to 286.6% in FY 2024-25 as against (125.6%) in the previous year due to reduced capital employed.

The Company continues to maintain its conservative financial profile and funds its requirements through internal accruals.

Macro-outlook, industry framework and road ahead

In current times, business environment around the world has become highly volatile. Almost every sector globally is operating amid extreme uncertainties, as major economies seek to bring about considerable alterations in existing trade and geo-political stances. The prolonged and continuing geo-political tensions further aggravate the situation.

Amid such periods of disruption, the virtue of economic self-reliance gains significant impetus. India's thrust on "atmanirbharta" becomes all the more relevant, especially in crucial sectors like infrastructure. The roadways, ports, airports, pipelines and overall logistics of our country will play an integral role in ensuring India's continued growth trajectory. The Company has deployed best-in-class assets, to support and enhance the infrastructure development.

Challenges, Risks and Concerns

Infrastructure projects are mainly characterized by prolonged development phases and involve long gestation period. The current emphasis on sustainability and climate change presents the challenge of maintaining environmental protection and effectively managing the carbon footprint throughout project implementation. Handling regulatory shifts during the lifecycle of a project constitutes a key risk factor.

The Company has a competent management team, well equipped to mitigate the risks involved. With strong governance structures in place, the Company remains focused on timely delivery of infrastructural services with prudent financial management. Over the years, the Company has been primarily serving one major customer, leveraging its existing assets to drive performance.

Human Resource Development

The Company believes that the quality of its employees is the key 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 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 robust budgetary control system to monitor expenditure against approved budgets on an ongoing basis.

Internal Financial Controls

Internal Financial Controls are an integral part of the risk management framework and process that address financial and financial reporting risks. The key internal financial controls have been documented, automated wherever possible and embedded in the business process. The Company has in place adequate internal financial controls with reference to Financial Statement.

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

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

Risk Management

The Company has in place a Risk Management Policy commensurate with the size of the Company, which provides for a robust risk management framework to identify and assess risks such as safety, 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. The Risk Management Committee has been constituted to identify, monitor and report on the potential risks associated with the Company's business and periodically keeps 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 to the Company and measures in place to mitigate them:

Operational Risk: Disruptions in operating the Company's pipelines and equipment may arise due to natural calamities, equipment failures or other unexpected or unforeseen interruptions.

The extreme risk for pipeline is "Damage to pipeline by third party activity in high consequence areas". This risk is being mitigated through daily line patrolling. Public awareness programs covering all stakeholders also play a significant role in reducing Third Party Damage incidents to a great extent. The Company consistently works towards monitoring the health of the pipelines through

internal checks and external audit assurance in compliance with the requirement of Petroleum and Natural Gas Regulatory Board, thereby maintaining or improving operational efficiencies.

Safety, Health and Environment Risks: The Company's activities of transporting petroleum products and natural gas 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 disruption of operations and litigations. 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 the Listing Regulations read with Ind AS 110 - Consolidated Financial Statements and Ind AS 28 - Investments in Associates and Joint Ventures, the audited Consolidated Financial Statement forms part of this Annual Report.

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 audited Consolidated Financial Statement and therefore not repeated in this Report.

The Audited Financial Statement including the Consolidated Financial Statement of the Company and all other documents required to be attached thereto forms part of this Annual Report and is also available on the Company's website and can be accessed at: <http://www.riil.in/pdf/Annual-Report-2024-25.pdf>

Secretarial Standards

The Company has followed the applicable Secretarial Standards, with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

Directors' Responsibility Statement

Your Directors state that:

- in the preparation of the annual accounts for the year ended March 31, 2025, 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;
- 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 March 31, 2025 and of the profit of the Company for the year ended on that date;

- 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;
- the Directors have prepared the annual accounts on a going concern basis;
- the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- 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 and Sustainability Report

In accordance with the Listing Regulations, the Business Responsibility and Sustainability Report describing the initiatives taken by the Company from an environmental, social and governance perspective is available on the Company's website and can be accessed at: <https://www.riil.in/pdf/riil-business-responsibility-and-sustainability-report-2024-25.pdf>

Contracts or Arrangements with Related Parties

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

Details of 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 are annexed herewith and marked as **Annexure I** to this Report.

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

Members may refer to Note 24 to the Standalone Financial Statement which sets out related party disclosures pursuant to Ind AS.

Corporate Social Responsibility

The Corporate Social Responsibility ("**CSR**") Policy formulated by the CSR Committee and approved by the Board is available on the Company's website and can be accessed at: http://www.riil.in/pdf/csr_policy.pdf. During the year under review, there has been no change in the said Policy.

The CSR policy sets out the guiding principles for the CSR Committee, *inter-alia*, in relation to the activities to be undertaken by the Company, as per Schedule VII to the Act, CSR Governance

Board's Report

and implementation, Composition of Committee and monitoring of CSR activities.

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; and
- Any other activity falling within the scope of Schedule VII to the Act.

During the year, the Company has spent ₹ 30 lakh (i.e., 2.34% of the average net profits of the immediately preceding three financial years) towards identified and approved CSR initiatives covered under Schedule VII to the Act.

The Annual Report on CSR activities is annexed herewith and marked as **Annexure II** 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 Mahesh K. Kamdar, Director of the Company, retires by rotation at the ensuing Annual General Meeting. The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), has recommended his appointment.

Further, in terms of Regulation 17(1A) of the Listing Regulations, approval of Members by way of special resolution is sought at the ensuing Annual General Meeting for continuation of Shri Mahesh K. Kamdar as non-executive director, liable to retire by rotation, notwithstanding his attaining the age of seventy-five years.

Shri Dilip V. Dherai, Executive Director of the Company, superannuated from the services and stepped down from the position of Director of the Company with effect from end of the day on March 31, 2025. The Board of Directors placed on record their sincere appreciation for the contribution made by Shri Dilip V. Dherai, during his long tenure of over 34 years on the Board of the Company.

The Board of Directors, based on the recommendation of the NRC, appointed Shri Vipin Chandra Sati as an Additional Director and Whole-time Director designated as Executive Director for a term of 5 (five) years with effect from April 1, 2025, subject to the approval of the Members. In the opinion of the Board, he possesses requisite expertise, integrity, experience and proficiency.

Smt. Sindhu Menon ceased to be the Chief Financial Officer of the Company with effect from the close of business hours of July 18, 2024. The Board of Directors, based on the recommendation of the NRC, appointed Shri Praveen Baser as the Chief Financial

Officer of the Company with effect from July 19, 2024. The Board of Directors placed on record its deep appreciation for the valuable contribution made by Smt. Sindhu Menon during her association as the Chief Financial Officer of the Company.

The Company has received declarations from all the independent directors of the Company confirming that:

- i. they meet the criteria of independence prescribed under the Act and the Listing Regulations; and
- ii. they have registered their names in the independent directors' databank.

The Company has, *inter-alia*, following policies:

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

The Policy for Appointment 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, while considering 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 change in the aforesaid policy during the year under review. The said policy is available on the Company's website and can be accessed at: <https://www.riil.in/pdf/policy-for-appointmentof-directors-and-determining-Directors'-independence.pdf>

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 year under review. The said policy is available on the Company's website and can be accessed at: <https://www.riil.in/pdf/remuneration-policy-for-directors-key-managerial-other-empl.pdf>

Performance Evaluation

The Company has a policy for performance evaluation of the Board, Committees and other Individual Directors (including independent directors) which includes criteria for performance evaluation of Non-executive Directors and Executive Directors.

In accordance with the manner of evaluation specified by the NRC, the Board carried out annual performance evaluation of the Board, its Committees and Individual Directors. The independent directors carried out annual performance evaluation of the Chairman, the non-independent directors and the Board as a whole. The Chairperson of the respective Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on the report of evaluation received from respective Committees.

Auditors and Auditor's Report

(i) Statutory Auditor

Chaturvedi & Shah LLP (Registration No.: 101720W/W100355), Chartered Accountants, were appointed as the Auditor of the Company, for a term of 5 (five) consecutive years, at the Annual General Meeting held on September 28, 2022. The Auditor have confirmed that they are not disqualified from continuing as the Auditor of the Company.

The Auditor's Report does not contain any qualification, reservation, adverse remark or disclaimer. The Notes to Financial Statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments.

(ii) Cost Auditor

In accordance with the provisions of Section 148(1) of the Act, read with the Companies (Cost Records and Audit) Rules, 2014, the Company has maintained cost records in its books of account for the financial year 2024-25 in respect of its services of transportation of petroleum products. However, in terms of the said Rules, the requirement of cost audit was not applicable to the Company for the financial year 2024-25 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

The Board had appointed Shashikala Rao & Co., Company Secretaries, to conduct Secretarial Audit of the Company for the financial year 2024-25. The Secretarial Audit Report relating thereto is annexed herewith and marked as **Annexure III** to this Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

In accordance with the provisions of Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Listing Regulations, the Board has recommended to the Members of the Company the appointment of BNP & Associates, Practicing Company Secretaries (Firm Registration No. P2014MH037400), as the Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30 to conduct Secretarial Audit of the Company. They have confirmed their eligibility and qualification required under the Act and the Listing Regulations for holding the office, as the Secretarial Auditor of the Company.

Disclosures

Meetings of the Board

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

Committees

The composition of the Committees as on March 31, 2025 is as under:

Audit Committee

The Audit Committee comprises Smt. Riddhi Bhimani (Chairperson), Shri Achuthan Siddharth and Shri Rahul Dutt.

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

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee comprises Shri Sanjiv Singh (Chairman), Shri Achuthan Siddharth and Smt. Riddhi Bhimani.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises Shri Achuthan Siddharth (Chairman), Smt. Riddhi Bhimani and Shri Rahul Dutt.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises Shri Mahesh K. Kamdar (Chairman), Shri Sanjiv Singh, Shri Achuthan Siddharth and Shri Rahul Dutt.

Risk Management Committee

The Risk Management Committee effective July 19, 2024 comprised Shri Dilip V. Dherai (Chairman), Shri Sanjiv Singh, Shri Achuthan Siddharth, Smt. Riddhi Bhimani, Directors & Shri Praveen Baser and Shri Umesh D. Giriyan, Executives of the Company.

The Committee was re-constituted effective April 1, 2025, comprising Shri Sanjiv Singh (Chairman), Shri Vipin Chandra Sati, Shri Achuthan Siddharth, Smt. Riddhi Bhimani, Directors & Shri Praveen Baser and Shri Umesh D. Giriyan, Executives of the Company.

Vigil Mechanism and Whistle-blower Policy

The Company has established a robust Vigil Mechanism and a Whistle-blower Policy in accordance with provisions of the Act and the Listing Regulations. Ethics & Compliance Task Force ("ECTF") comprising a member of Board as the Chairman and senior executives as members oversees and monitors the implementation of ethical business practices in the Company. ECTF is required to review complaints and incidents on a quarterly basis and report them to the Audit Committee.

Employees and other stakeholders are required to report actual or suspected violations of applicable laws and regulations and the Code of Conduct. Such genuine concerns (termed Reportable Matter) disclosed as per Policy are called "Protected Disclosures" and can be raised by a whistle-blower through an e-mail or a letter to the ECTF or to the Chairperson of the Audit Committee.

The Vigil Mechanism and Whistle-blower Policy is available on the Company's website and can be accessed at: <https://www.riil.in/pdf/whistle-blower-policy.pdf>

Board's Report

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 or guarantee or provided any security during the year under review. Particulars of investments made are provided in the Standalone Financial Statement. Members may refer to Note 2, 6 and 29 to the Standalone Financial Statement.

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

The particulars relating to conservation of energy, technology absorption and foreign exchange earnings & 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 efficient energy consumption.

(i) Steps taken to conserve energy

Old battery banks at Cathodic Protection stations CP-1 and CP-2 are replaced with an energy-efficient and maintenance-friendly power storage system, contributing to improved energy conservation and system reliability. The new setup featured advanced charging technology, reduced power losses and longer battery life aligning with sustainable operation goals.

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

The Company has not made any capital investment on utilizing alternate sources of energy and conservation equipment during the year under review.

B. Technology absorption

(i) Major efforts made towards technology absorption

- a) Upgradation of Uninterruptible Power Supply ("UPS") panel to ensure uninterrupted power for critical Supervisory Control and Data Acquisition ("SCADA") & Remote Terminal Unit ("RTU") control systems and field instrumentation at Company's pumping facility inside HPCL refinery at Chembur. The scope included integration of a modern UPS system with enhanced reliability, load-handling capacity and seamless switchover with minimal downtime resulting in improved operational stability and extended backup power duration for process equipment.

- b) Replacement and upgradation of 4 Motor Operated Valve actuators at Company's pumping facility inside HPCL refinery at Chembur to enhance reliability and operational efficiency. The upgradation work involved installation of IQ Series actuators with improved torque control and diagnostics features and integrating them with the existing SCADA / control system.
- c) Integration of newly installed CCTV surveillance cameras with a centralized GENETEC Security Centre platform to enhance real-time monitoring, centralized control and incident management capabilities. The integration streamlined security operations by enabling unified access, video analytics and remote viewing features across multiple locations.
- d) Replacement of existing RTU marshalling panel and associated signal cables at CP 15 carried out to improve system reliability, reduce signal noise, ensure long-term maintainability and to enhance communication integrity between field instruments and the RTU.

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

Implemented framework for securing SCADA and Leak Detection System ("LDS") application software by upgrading cyber security solutions like Trellix, Trend Micro, Claroty tools and Fire walls complying to IEC 62443 standard to identify and mitigate the cybersecurity threats.

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

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

(iv) Expenditure incurred on research and development

Developed in-house capability to carry out analysis of Electrical Resistance probes data as part of a proactive internal corrosion monitoring program for Pipeline health monitoring and its assessment. Earlier this critical pipeline health monitoring activity was being done through the external expert agency.

C. Foreign Exchange Earnings and Outgo

Foreign Exchange earned in terms of Actual Inflows - Nil

Foreign Exchange outgo in terms of Actual Outflows – USD 7,746.28

Corporate Governance

The Company is committed to maintain the highest standards of Corporate Governance and adheres 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 Corporate Governance Report as stipulated under the Listing Regulations forms part of this Annual Report. Certificate from the Statutory Auditor of the Company confirming compliance with the conditions of Corporate Governance is attached to the Corporate Governance Report.

Disclosure pursuant to para (IV) of third proviso to Section II, Part II of Schedule V to the Act relating to remuneration of Shri Dilip V. Dherai is covered in the Corporate Governance Report. For details, please refer to the Corporate Governance Report forming part of this Annual Report.

Annual Return

The Annual Return of the Company as on March 31, 2025 is available on the Company's website and can be accessed at: <http://www.riil.in/pdf/mgt-7-2024-25.pdf>

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.

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. Any Member interested in obtaining such information may address their email to investor_relations@riil.in.

Prevention of sexual harassment at workplace

In accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and Rules made thereunder, the Company has in place a policy which mandates no tolerance against any conduct amounting to sexual harassment of women at workplace. The Company has an Internal Complaints Committee to redress and resolve any complaints arising under the POSH Act. Training / Awareness programs are conducted throughout the year to create sensitivity towards ensuring respectable workplace.

General

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters 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 Auditor to the Audit Committee or the Board of Directors of the Company.
7. There has been no change in the nature of business of the Company.
8. There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.
9. There was no instance of one-time settlement with any Bank or Financial Institution.

Acknowledgement

The Board of Directors wish to place on record its deep sense of appreciation for the committed services by all the employees of the Company. The Board of Directors would also like to express their sincere appreciation for the assistance and co-operation received from the government and regulatory authorities, stock exchanges, depositories, banks, customers, vendors and Members during the year under review.

For and on behalf of the Board of Directors

Mahesh K. Kamdar
Chairman

Mumbai, April 16, 2025

Board's Report

Annexure I

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.

c) Duration of the contracts / arrangements / transactions:

Long Term.

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

Agreements with RIL is for transportation of petroleum products, natural gas and raw water through the Company's pipeline systems and providing other infrastructure support services. The value of services rendered is based on monthly throughput achieved by the Company, 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 January 13, 2014 and by the Members at the 27th Annual General Meeting of the Company held on September 9, 2015.

f) Amount paid as advances, if any:

Nil

For and on behalf of the Board of Directors

Mahesh K. Kamdar

Chairman

Mumbai, April 16, 2025

Annexure II**Annual Report on Corporate Social Responsibility (CSR) activities for the Financial Year 2024-25****1. Brief outline on CSR Policy of the Company:**

Refer Section: Corporate Social Responsibility (CSR) in the Board's Report

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Shri Sanjiv Singh	Chairman of the Committee (Non-Executive Non-Independent Director)	2	2
2.	Shri Achuthan Siddharth	Member (Independent Director)	2	2
3.	Smt. Riddhi Bhimani	Member (Independent Director)	2	2

3. Provide the weblink(s) where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company:

- Composition of CSR Committee : http://www.riil.in/committee_b_director.html
- CSR Policy : https://www.riil.in/pdf/csr_policy.pdf
- CSR Projects approved by the Board : <https://www.riil.in/pdf/csr-approved-projects-fy-2024-25.pdf>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Not Applicable for the financial year under review.

5. (a) Average net profit of the company as per sub-section (5) of section 135: ₹ 1281.91 lakh

(b) Two percent of average net profit of the Company as per sub-section (5) of section 135: ₹ 25.64 lakh

(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: Nil

(d) Amount required to be set off for the financial year, if any: Nil

(e) Total CSR obligation for the financial year [(b) + (c) - (d)]: ₹ 25.64 lakh

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 30 lakh (spent on other than ongoing project)

(b) Amount spent in Administrative Overheads: Nil

(c) Amount spent on Impact Assessment, if applicable: Nil

(d) Total amount spent for the Financial Year [(a) + (b) + (c)]: ₹ 30 lakh

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (₹ in lakh)	Amount Unspent (₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
30.00	Not Applicable		Not Applicable		

Board's Report

(f) Excess amount for set off, if any:

Sl. No.	Particular	Amount (₹ in lakh)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	25.64
(ii)	Total amount spent for the Financial Year	30.00
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	4.36
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	4.36

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6	7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any	Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer	
1	FY-2023-24	Nil					
2	FY-2022-23						
3	FY-2021-22						

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

No

If Yes, enter the number of Capital assets created/ acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of Creation	Amount of CSR amount Spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
-	-	-	-	-	CSR Registration Number, if applicable	Name	Registered Address
Not Applicable							

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):

Not Applicable

For and on behalf of the Board of Directors

Sanjiv Singh
Chairman, CSR Committee
Mumbai, April 16, 2025

Vipin Chandra Sati
Executive Director

Mahesh K. Kamdar
Chairman

Annexure III

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 read with Rule 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

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Reliance Industrial Infrastructure Limited** having **CIN: L60300MH1988PLC049019 ('the Company')**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Management's responsibility

The Management along with the Board of Directors are responsible for ensuring that the Company complies with the provisions of all applicable laws and maintains the required statutory records and documents in the prescribed manner.

Auditor's responsibility

Based on audit, my responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. I conducted my audit in accordance with the auditing standards CSAS 1 to CSAS 4 ('**CSAS**') prescribed by the Institute of Company Secretaries of India. These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS.

Basis for Opinion

I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices followed provide a reasonable basis for my opinion.

Opinion

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and provided in physical mode or as scanned copies by email or through permitted access to the Company's in-house portal and also the information provided by the Company, its officers and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 ('**the Audit Period**'), 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Audit Period according to the provisions of:

- i) The Companies Act, 2013 ('**the Act**') and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 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 **Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings**;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992: -
 - 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) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not Applicable to the Company during the Audit Period**;
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 - **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 - **Not Applicable to the Company during the Audit Period**;

Board's Report

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **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;** and
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I have also examined compliance with:

- i) Applicable Secretarial Standards 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 Audit Period the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I 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.

I further report that-

The Board of Directors of the Company was constituted comprising Executive Director, Non-Executive Directors and Independent Directors including Independent Woman Director. There was no change in the composition of the Board of Directors during the Audit Period.

Adequate notice was given to all directors of the Company of the meetings of the Board (including meetings of the Committees), except where consent of directors was received for shorter notice. The agenda and detailed notes on agenda were sent at least seven days in advance for the Board and Committee meetings, except for the meetings which were convened at shorter notice with the consent of directors.

I further report that the Company has devised a system which enables the directors to seek and obtain 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 of directors (excluding the directors who were concerned or interested in specific items) as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I 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
ICSI Unique Code: S2024MH1002900
PR 6443/2025

Shashikala Rao
Proprietor
FCS 3866 CP No. 9482
UDIN F003866G000123359

Place: Mumbai
Date: April 16, 2025

ANNEXURE TO THE SECRETARIAL AUDIT REPORT

To
The Members
Reliance Industrial Infrastructure Limited

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

1. I have not verified the correctness and appropriateness of financial records, Books of Accounts of the Company and financial statements and disclosures made therein.
2. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
3. 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
ICSI Unique Code: S2024MH1002900
PR 6443/2025

Shashikala Rao
Proprietor
FCS 3866 CP No. 9482
UDIN F003866G000123359

Place: Mumbai
Date: April 16, 2025

STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

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, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and notes to the Standalone Financial Statements, including a summary of material accounting policies and other explanatory information.

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, 2025, and its profit, total Comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) 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 made 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 audit opinion on the Standalone Financial Statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2025. 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.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
Revenue Recognition – Refer 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.	Our audit procedures included and were not limited to the following: <ul style="list-style-type: none"> • assessing the application of Company's accounting policies over revenue recognition and comparing the accounting policies over revenue recognition with applicable Indian 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.	<ul style="list-style-type: none"> • testing the revenue recognized including testing of Company's controls on revenue recognition; • our testing included tracing the information of revenue recognised to agreements and receipts;
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.	<ul style="list-style-type: none"> • assessing the revenue recognized with substantive analytical procedure, and • assessing the Company's disclosure on revenue recognition.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Consolidated Financial Statements, 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, 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 Responsibility for the Standalone Financial Statements

The Company's Board of Directors are 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 loss, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under Section 133 of the Act.

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 and Board of Directors are 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 Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's 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 error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls 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 with reference to Standalone Financial Statements 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 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 (i) in 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.

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 year and are therefore the key audit matters. We describe

Independent Auditor's Report

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, 2020 ("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 Statement of Cash Flows 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 Indian Accounting Standards specified under Section 133 of the Act;
 - e) On the basis of written representations received from the Directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, 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 with reference to Standalone Financial Statements of the Company 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 with reference to Standalone Financial Statement;
 - 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 read with Schedule V 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 has disclosed the pending litigation which would impact on its financial position in its Standalone Financial Statements. Refer Note 25 to the Standalone Financial Statements.
- 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 Lakh, which are held in abeyance due to pending legal cases.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the notes to accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented that, to the best of its knowledge and belief, as disclosed in the notes to accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on our audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation given by the Management under paragraph (2) (h) (iv) (a) & (b) contain any material misstatement.
- v. The final dividend proposed in the previous year, declared and paid by the Company during the

year is in accordance with Section 123 of the Act. As Stated in Note 33 to the Standalone Financial Statement, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. Such dividend proposed is in accordance with Section 123 of the Act.

- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature

being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **Chaturvedi & Shah LLP**
Chartered Accountants
Firm Registration no. 101720W/W100355

Gaurav Jain
Partner
Membership No.: 129439
UDIN: 25129439BMKQWN4319

Place: Mumbai
Date: April 16, 2025

"Annexure A" to the Independent Auditor's Report

"ANNEXURE A" to the Independent Auditor's Report of even date on the Standalone Financial Statements of Reliance Industrial Infrastructure Limited

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date).

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) As explained to us, Property, Plant and Equipment of the Company have been physically verified by the Management during the year, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies have been noticed on such verification.
- (c) With respect to immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the Standalone Financial Statements included in Property, Plant and Equipment, according to the information and explanations given to us and the records examined by us, we report that, the title deeds, of such immovable properties which are freehold, are held in the name of the Company, as at the balance sheet date.
- (d) According to the information and explanation given to us and books of accounts and records examined by us, Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year. Accordingly, reporting requirements of clause i(d) of paragraph 3 of the Order is not applicable to the Company.
- (e) According to the information and explanation given to us and representation given to us by the Management, no proceedings have been initiated during the year or are pending as at March 31, 2025 against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- ii. (a) According to the information and explanations given to us and based on the records examined by us, physical verification of inventories have been conducted at reasonable intervals by the Management and having regard to the size and nature of business of the Company and nature of its inventory. In our opinion the coverage and the procedure of such verification by the Management is appropriate. No discrepancies of 10% or more in aggregate for each class of inventory were noticed on such physical verification when compared with books of accounts.
- (b) According to the information and explanations given to us and books of accounts and records examined by us, at any point of the time of the year, the Company has not availed any facility from banks or financial institutions on the basis of security of current assets. Accordingly reporting requirement of clause ii(b) of paragraph 3 of the Order is not applicable to the Company.
- iii. (a) The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, reporting requirement of paragraph 3(iii)(a), 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order is not applicable.
- (b) In our opinion and according to the information and explanations given to us and on the basis of our audit procedures during the year the investments made by the Company are, prima facie, not prejudicial to the Company's interest. The Company has not provided any guarantees, securities, loans and advances in the nature of loans. Accordingly reporting requirement of clause (ii)(b) of paragraph 3 of the Order is not applicable to that extent.
- iv. In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantee or security to the parties covered under Section 185 of the Companies Act, 2013 ("the Act"). The Company has complied with the provisions of Sections 186 of the Act as applicable, in respect of investments made. The Company has not provided guarantees or security or granted loans to the parties covered under Section 186 of the Act during the year.
- v. According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly reporting requirement of 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, as amended, prescribed by the Central Government for the maintenance of cost records under Section 148(1) 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 by the Company. 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 information and explanations given to us and records examined by us, the Company has generally been regular in depositing undisputed statutory dues,

including Goods and Service tax, provident fund, income tax, duty of customs, cess and any other material statutory dues, as applicable, with the appropriate authorities.

According to the information and explanations given to us, there were no undisputed amounts payable in respect of the aforesaid dues, which were outstanding as at March 31, 2025 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and the records examined by us, there are no statutory dues referred to in sub-clause (a) which have not been deposited with the appropriate authority on account of any dispute, except as given below:

Name of the Statute	Nature of Dues	Forum where dispute is pending	Period to which the Amount relates	₹ In Lakh
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals)	A.Y. 2013-2014	2

- viii. According to information and explanations given to us and representation made to us by the Management, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly reporting requirement of clause (viii) of paragraph 3 of the order is not applicable to the Company.
- ix. (a) In our opinion and according to the information and explanations given and books of accounts and records examined by us, the Company has not availed any loans from any lender. Accordingly reporting requirement of clause ix(a) of paragraph 3 of the Order is not applicable to the Company.
- (b) In our opinion and according to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given and records examined by us, the company has not obtained any term loan during the year.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the Standalone Financial Statements of the Company, we report that, prima facie, no funds raised on short-term basis have been used during the year for long-term purposes by the Company.
- (e) According to the information and explanations given to us and based on an overall examination of the Standalone Financial Statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate. The Company does not have any subsidiary and joint venture.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its associate. The Company does not have any subsidiary and joint venture.
- x. (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting requirement of clause x(a) of paragraph 3 of the Order is not applicable to the Company.
- (b) In our opinion, and according to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year. Accordingly, the reporting requirement under clause x(b) of paragraph 3 of the Order is not applicable to the Company.
- xi. (a) 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 material fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by Secretarial Auditor or us, in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this audit report.
- (c) As represented to us by the management, no whistle-blower complaints have been received by the Company during the year.
- xii. In our opinion, the Company is not a Nidhi Company. Accordingly, the reporting requirement under clause (xii) of paragraph 3 of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Sections 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Financial Statements as required by the applicable Indian Accounting Standards.
- xiv. (a) In our opinion and according to the information and explanations given to us, the Company has an adequate internal audit system commensurate with the size and nature of its business.

"Annexure A" to the Independent Auditor's Report

- (b) We have considered, the internal audit reports of the Company issued during the year and till the date of the audit report covering period upto March 31, 2025.
- xv. According to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors as referred to in Section 192 of the Act. Accordingly, the reporting requirement under clause (xv) of paragraph 3 of the Order is not applicable to the Company.
- xvi. (a) 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 (2 of 1934). Accordingly, the reporting requirement under clause xvi(a) of paragraph 3 of the Order is not applicable to the Company.
- (b) According to the information and explanation given to us by the Company and on the basis of examination of records of the Company, the Company has not conducted Non-Banking Financial or Housing Finance activities during the year. Accordingly, the reporting requirement under clause xvi(b) of paragraph 3 of the Order is not applicable to the Company.
- (c) In our opinion, and according to the information and explanations provided to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting requirement under clause xvi(c) of paragraph 3 of the Order is not applicable to the Company.
- (d) As represented by the Management, the Group does not have any Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016. Accordingly, the reporting requirement under clause xvi(d) of paragraph 3 of the Order is not applicable to the Company.
- xvii. In our opinion and based on the examination of records, the Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditor during the year. Therefore, reporting under requirement of clause (xviii) of paragraph 3 of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The Company has fully spent the required amount towards Corporate Social responsibility (CSR) and there are no unspent CSR amounts for the year requiring a transfer to a fund specified in Schedule VII of the Act or special account in compliance with the provision of sub-section (6) of Section 135 of the Act. Accordingly, reporting requirement under clause (xx) of paragraph 3 of the Order are not applicable to the Company.

For **Chaturvedi & Shah LLP**

Chartered Accountants

Firm Registration no. 101720W/W100355

Gaurav Jain

Partner

Membership No.: 129439

UDIN: 25129439BMQWN4319

Place: Mumbai

Date: April 16, 2025

“Annexure B” to the Independent Auditor’s Report

“Annexure B” to Independent Auditor’s Report

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date to the members of **Reliance Industrial Infrastructure Limited** on the Standalone Financial Statements for the year ended March 31, 2025.)

Report on the Internal Financial Controls with reference to Standalone Financial Statements under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to Standalone Financial Statements of **Reliance Industrial Infrastructure Limited** (“the Company”) as of March 31, 2025 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 with reference to these Standalone Financial Statements based on the internal control 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 with reference to these Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the 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 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 with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to these Standalone Financial Statements included obtaining an understanding of internal financial controls 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 Standalone 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 with reference to Standalone Financial Statements.

Meaning of Internal Financial Controls with reference to these Standalone Financial Statements

A Company’s internal financial controls 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 Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial controls 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 Standalone 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 Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to these Standalone Financial Statements

Because of the inherent limitations of internal financial controls 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 with reference to these Standalone Financial Statements to future periods are subject to the risk that the internal financial controls 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to these Standalone Financial Statements and such internal financial controls with reference to these Standalone Financial Statements were operating effectively as at March 31, 2025, 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 issued by the ICAI.

For **Chaturvedi & Shah LLP**

Chartered Accountants

Firm Registration no. 101720W/W100355

Gaurav Jain

Partner

Membership No.: 129439

UDIN: 25129439BMQWN4319

Place: Mumbai

Date: April 16, 2025

Standalone Balance Sheet as at 31st March, 2025

			(₹ in Lakh)
	Notes	As at 31st March, 2025	As at 31st March, 2024
Assets			
Non-Current Assets			
Property, Plant and Equipment	1	27 24	28 77
Financial Assets			
Investments	2	215 64	227 78
Other Financial Assets	3	1 04	97
Other Non-Current Assets	4	7 10	5 71
Total Non-Current Assets		251 02	263 23
Current Assets			
Inventories	5	15	24
Financial Assets			
Investments	6	48 55	51 36
Trade Receivables	7	5 79	3 29
Cash and Cash Equivalents	8	1 38	1 05
Other Financial Assets	9	178 82	166 95
Other Current Assets	10	7 57	5 81
Total Current Assets		242 26	228 70
Total Assets		493 28	491 93
Equity and Liabilities			
Equity			
Equity Share Capital	11	15 10	15 10
Other Equity	12	402 78	414 53
Total Equity		417 88	429 63
Liabilities			
Non-Current Liabilities			
Deferred Tax Liabilities (Net)	13	16 63	19 04
Total Non-Current Liabilities		16 63	19 04
Current Liabilities			
Financial Liabilities			
Trade Payables due to:	14		
Micro and Small Enterprises		28	86
Other than Micro and Small Enterprises		52 08	35 22
Other Financial Liabilities	15	58	63
Other Current Liabilities	16	5 09	5 32
Provisions	17	74	1 23
Total Current Liabilities		58 77	43 26
Total Liabilities		75 40	62 30
Total Equity and Liabilities		493 28	491 93
Material Accounting Policies	A-C		
See accompanying Notes to the Financial Statements	1 to 34		

As per our Report of even date

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration No.: 101720W/ W100355

Gaurav Jain

Partner

Membership No: 129439

Date: April 16, 2025

For and on behalf of the board

Mahesh K. Kamdar

Chairman

DIN: 00013915

Riddhi Bhimani

Director

DIN: 10072936

Vipin Chandra Sati

Executive Director

DIN: 10968198

Sanjiv Singh

Director

DIN: 05280701

Rahul Dutt

Director

DIN: 08872616

Amitkumar Mundhe

Company Secretary

Achuthan Siddharth

Director

DIN: 00016278

Praveen Baser

Chief Financial Officer

Standalone Statement of Profit and Loss for the year ended 31st March, 2025

			(₹ in Lakh)
	Notes	2024-25	2023-24
Income			
Value of Services (Revenue)		58 40	68 47
Less: GST Recovered		8 91	10 39
Revenue from Operations	18	49 49	58 08
Other Income	19	24 84	24 61
Total Income		74 33	82 69
Expenses			
Employee Benefits Expense	20	10 17	16 75
Depreciation / Amortisation Expense	1	1 46	2 61
Other Expenses	21	51 22	47 48
Total Expenses		62 85	66 84
Profit before tax		11 48	15 85
Tax Expenses			
Current Tax	22	1 50	2 26
Deferred Tax	22	15	2 72
Provision for Income Tax of earlier years		-	66
		1 65	5 64
Profit for the Year		9 83	10 21
Other Comprehensive Income			
i) Items not reclassifiable to Profit or Loss:			
Equity Investments through Other Comprehensive Income		(20 10)	36 52
Remeasurement of Defined Benefit Plan		18	(50)
ii) Income tax relating to items not reclassifiable to Profit or Loss		2 83	(4 00)
iii) Items reclassifiable to Profit or Loss			
Debt investments through Other Comprehensive Income		1 06	16
iv) Income tax relating to items reclassifiable to Profit or Loss		(27)	(3)
Total Other Comprehensive Income/ (Loss) for the Year (Net of Tax)		(16 30)	32 15
Total Comprehensive Income/ (Loss) for the Year		(6 47)	42 36
Earnings per equity share of face value of ₹10 each	23		
Basic and Diluted (in ₹)		6.51	6.76
Material Accounting Policies	A-C		
See accompanying Notes to the Financial Statements	1 to 34		

As per our Report of even date

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration No.: 101720W/ W100355

Gaurav Jain

Partner

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Company Secretary

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Director

DIN: 00016278

Praveen Baser

Chief Financial Officer

Standalone Statement of Changes in Equity for the year ended 31st March, 2025

A. Equity Share Capital (₹ in Lakh)					
	Balance as at 1st April, 2023	Changes during the year 2023-24	Balance as at 31st March, 2024	Changes during the year 2024-25	Balance as at 31st March, 2025
	15 10	-	15 10	-	15 10

B. Other Equity (₹ in Lakh)					
Particulars	Balance as at	Total Comprehensive Income for the year	Dividend	Transfer to / (from) Retained Earnings	Balance as at
As at 31st March, 2025	1st April, 2024				31st March, 2025
Reserves and Surplus					
Capital Reserve	29 53	-	-	-	29 53
Securities Premium	9 60	-	-	-	9 60
General Reserve	211 00	-	-	3 00	214 00
Retained Earnings	54 22	9 83	(5 28)	(3 00)	55 77
Other Comprehensive Income (OCI)	110 18	(16 30)	-	-	93 88
Total	414 53	(6 47)	(5 28)	-	402 78

(₹ in Lakh)					
Particulars	Balance as at	Total Comprehensive Income for the year	Dividend	Transfer to / (from) Retained Earnings	Balance as at
As at 31st March, 2024	1st April, 2023				31st March, 2024
Reserves and Surplus					
Capital Reserve	29 53	-	-	-	29 53
Securities Premium	9 60	-	-	-	9 60
General Reserve	208 00	-	-	3 00	211 00
Retained Earnings	52 29	10 21	(5 28)	(3 00)	54 22
Other Comprehensive Income (OCI)	78 03	32 15	-	-	110 18
Total	377 45	42 36	(5 28)	-	414 53

As per our Report of even date

For Chaturvedi & Shah LLP
Chartered Accountants
Firm Registration No.: 101720W/ W100355

Gaurav Jain
Partner
Membership No: 129439

Date: April 16, 2025

For and on behalf of the board

Mahesh K. Kamdar
Chairman
DIN: 00013915

Riddhi Bhimani
Director
DIN: 10072936

Vipin Chandra Sati
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Amitkumar Mundhe
Company Secretary

Achuthan Siddharth
Director
DIN: 00016278

Praveen Baser
Chief Financial Officer

Standalone Statement of Cash Flow for the year ended 31st March, 2025

	(₹ in Lakh)	
	2024-25	2023-24
A: Cash Flow from Operating Activities		
Net Profit before Tax as per Statement of Profit and Loss	11 48	15 85
Adjusted for:		
Depreciation / Amortisation Expense	1 46	2 61
Net Gain on disposal/ sale of Property, Plant and Equipments	(14)	(51)
Net Gain on Financial Assets	(3 64)	(3 37)
Interest Income	(20 59)	(18 31)
Dividend Income	(37)	(33)
	(23 28)	(19 91)
Operating Profit before Working Capital Changes	(11 80)	(4 06)
Adjusted for:		
Trade and Other Receivables	(3 07)	(21)
Inventories	9	7
Trade and Other Payables	15 56	10 29
	12 58	10 15
Cash Generated from/ (used in) Operations	78	6 09
Taxes Paid (Net)	(3 81)	(4 06)
Net Cash Flow from / (used in) Operating Activities *	(3 03)	2 03
B: Cash Flow from Investing Activities		
Proceeds from disposal of Property, Plant and Equipment	22	5 95
Purchase of Investments	-	(3 40)
Proceeds from Sale of Investments	6 45	17
Investment in Fixed Deposits	-	(97)
Interest received	1 66	1 17
Dividend Income	37	33
Net Cash Flow from/ (used in) Investing Activities	8 70	3 25
C: Cash Flow from Financing Activities		
Dividend Paid	(5 34)	(5 37)
Net Cash flow from/ (used in) Financing Activities	(5 34)	(5 37)
Net (Decrease) / Increase in Cash and Cash Equivalents	33	(9)
Opening Balance of Cash and Cash Equivalents	1 05	1 14
Closing Balance of Cash and Cash Equivalents	1 38	1 05
(Refer Note - 8)		

* Includes amount spent in cash towards Corporate Social Responsibility of ₹ 30 Lakh (Previous year ₹ 25 Lakh).

As per our Report of even date

For Chaturvedi & Shah LLP
Chartered Accountants
Firm Registration No.: 101720W/ W100355

Gaurav Jain
Partner
Membership No: 129439

Date: April 16, 2025

For and on behalf of the board

Mahesh K. Kamdar
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Achuthan Siddharth
Director
DIN: 00016278

Praveen Baser
Chief Financial Officer

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

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 and Support Services Activities" catering to Indian Customers.

B. Material 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, (as amended from time to time) and Presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS Compliant Schedule III) as amended from time to time. The Company follows indirect method prescribed in Ind AS 7 – Statement of Cash Flows for presentation of its cash flows.

The Company's Financial Statements are presented in Indian Rupees (₹), which is its functional currency and all values are rounded to the nearest Lakh (₹ 00,000) except when otherwise indicated. Wherever the amount is less than ₹ 50,000 it has been rounded down and is presented as '0' (Zero) in this statement. This does not imply that the actual value is nil. Wherever the actual value is nil, it is presented as '-' (Hyphen).

B.2 Summary of Material Accounting Policies

(a) Current and Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification considering an operating cycle of 12 months being the time elapsed between deployment of resources and the realisation/ settlement in cash and cash equivalents there against.

(b) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebate less accumulated depreciation and impairment losses, if any. Such cost includes purchase price and any cost directly attributable to bringing the assets to its working condition for its intended use.

Depreciation on Property, Plant and Equipment is provided using straight line method. Depreciation 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.

(c) 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 and any cost directly attributable to bringing the assets to its working condition for its intended use.

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

(d) Inventories

Items of Inventories are measured at lower of cost or net realisable value after providing for obsolescence, if any. Cost of Inventories is determined on weighted average basis.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

(e) 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.

(f) Contingent Liabilities

Disclosure of contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of amount cannot be made.

(g) Current Tax and Deferred Tax

The tax expense for the period comprises of Current Tax and Deferred Tax. The Company exercises judgment in computation of current tax considering the relevant rulings and reassesses the carrying amount of deferred tax assets/ liabilities at the end of each reporting period.

(h) Revenue Recognition

The Company is the principal as it controls the goods or services before transferring them to the customer.

Recognition of revenue from rendering of services, the Company exercises judgement for identification of performance obligations, and in determining whether the performance obligation is satisfied at a point in time or over a period of time.

Generally, the credit period varies between 0-30 days from the rendering of services.

(i) Financial Instruments

(i) Financial Assets

Purchase and sale of Financial Assets are recognised using trade date accounting. Trade receivables that do not contain a significant financing component are measured at transaction price.

The Company has elected to account for its investments in associates at cost less impairment loss (if any).

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'. However dividend on such Equity Investment are recognised in the Statement of Profit and Loss when the Company has rights to receive payment is established.

The Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at Fair Value Through Profit Or 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 months 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, 2025

(ii) Financial liabilities

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

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 future periods.

a) Property, Plant and Equipment / Intangible Assets

Estimates are involved in determining the cost attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the management. 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 and future risks. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

b) 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.

c) 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 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.

In case of non-financial assets the company 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.

d) Fair Value Measurement

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

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

1. Property, Plant and Equipment and Intangible Assets

(₹ in Lakh)

Description	Gross block			As at 31st March, 2025	Depreciation/ Amortisation			Net block		
	As at 1st April, 2024	Additions/ Adjustments	Deductions/ Adjustments		As at 1st April, 2024	For the year	Deductions/ Adjustments	As at 31st March, 2025	As at 31st March, 2025	As at 31st March, 2024
(i) Property, Plant and Equipment										
Own Assets:										
Land	1 53	-	-	1 53	-	-	-	-	1 53	1 53
Buildings	2 32	-	-	2 32	2 14	2	-	2 16	16	18
Plant and Machinery	205 38	-	1 07	204 31	178 61	1 40	1 00	179 01	25 30	26 77
Equipment	1 95	-	1 70	25	1 75	3	1 70	8	17	20
Furniture and Fixtures	50	-	50	-	50	-	50	-	-	-
Vehicles	1 13	-	94	19	1 12	-	94	18	1	1
Right to Use Assets:										
Land	2 06	-	-	2 06	1 98	1	-	1 99	7	8
Sub-Total (i)	214 87	-	4 21	210 66	186 10	1 46	4 14	183 42	27 24	28 77
(ii) Intangible Assets ^										
Software	76 97	-	-	76 97	76 97	0	-	76 97	-	0
Sub-Total (ii)	76 97	-	-	76 97	76 97	0	-	76 97	-	0
Total (i+ii)	291 84	-	4 21	287 63	263 07	1 46	4 14	260 39	27 24	28 77
Previous year	333 35	-	41 51	291 84	296 53	2 61	36 07	263 07	28 77	36 82

^ Other than internally generated.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

2 Investments - Non-Current

(₹ in Lakh)

	As at 31st March, 2025		As at 31st March, 2024	
	Units	Amount	Units	Amount
Investments measured at Cost (Accounted using Equity Method)				
In Equity Shares of Associate Company-				
Unquoted, fully paid up				
Reliance Europe Limited of GBP 1 each	11,08,500	3 93	11,08,500	3 93
Total Investments measured at Cost (A)		3 93		3 93
Investments measured at Fair Value through Other Comprehensive Income (FVTOCI)				
In Equity Shares of Entity Exercising Significant Influence -				
Quoted, fully paid up				
Reliance Industries Limited of ₹ 10/- each (Refer note 2.2)	7,33,866	93 57	3,66,933	109 04
In Equity Shares of Other Companies -				
Quoted, fully paid up				
Jio Financial Services Limited of ₹ 10/- each	3,66,933	8 35	3,66,933	12 98
In Mutual Fund - Quoted				
Nippon India ETF Nifty SDL - 2026 Maturity	85,00,000	109 79	85,00,000	101 83
Total Investments measured at FVTOCI (B)		211 71		223 85
Total Investments - Non-Current (A+B)		215 64		227 78
Aggregate amount of Quoted Investments		211 71		223 85
Market Value of Quoted Investments		211 71		223 85
Aggregate amount of Unquoted Investments		3 93		3 93

2.1 Category-wise investment - Non-Current

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
Financial Assets measured at Cost	3 93	3 93
Financial Assets measured at Fair Value through Other Comprehensive Income (FVTOCI)	211 71	223 85
Total Investments - Non-Current	215 64	227 78

2.2 During the year, the Company received one bonus share in Reliance Industries Limited for each share held.

3 Other Financial Assets - Non-Current

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
In Fixed Deposits		
Fixed Deposits with Banks	97	97
Others		
Interest Accrued on Fixed Deposits with Banks	7	0
Total	1 04	97

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

4 Other Non-Current Assets (Unsecured and Considered Good)	(₹ in Lakh)	
	As at 31st March, 2025	As at 31st March, 2024
Advance Income Tax (Net of Provision)	5 93	3 50
Deposits	1 17	2 21
Total	7 10	5 71

4.1 Advance Income Tax (Net of Provision)	(₹ in Lakh)	
	As at 31st March, 2025	As at 31st March, 2024
At start of year	3 50	2 36
Charge for the year - Current Tax	(1 50)	(2 26)
Provision for Income Tax of earlier years	-	(66)
Tax paid (Net) during the year	3 93	4 06
At end of year	5 93	3 50

5 Inventories	(₹ in Lakh)	
	As at 31st March, 2025	As at 31st March, 2024
Stores and Spares	15	24
Total	15	24

6 Investments - Current	(₹ in Lakh)			
	As at 31st March, 2025		As at 31st March, 2024	
	Units	Amount	Units	Amount
Investments measured at Fair Value Through Profit or Loss (FVTPL)				
In Mutual Funds - Unquoted				
Aditya Birla Sun Life Money Manager Fund-Growth-Direct Plan	12,84,121	47 22	-	-
Aditya Birla Sun Life Liquid Fund-Growth-Regular Plan	-	-	7,47,657	28 83
Aditya Birla Sun Life Liquid Fund-Growth-Direct Plan	-	-	5,46,615	21 30
Aditya Birla Sun Life Corporate Bond Fund-Growth-Direct Plan	1,18,554	1 33	1,18,554	1 23
Total Investments - Current		48 55		51 36
Aggregate amount of Quoted Investments		-		-
Market Value of Quoted Investments		-		-
Aggregate amount of Unquoted Investments		48 55		51 36

6.1 Category-wise Investment - Current	(₹ in Lakh)	
	As at 31st March, 2025	As at 31st March, 2024
Financial assets measured at Fair Value through Profit or Loss (FVTPL)	48 55	51 36
Total Current Investments	48 55	51 36

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

7 Trade Receivables

(₹ in Lakh)

(Unsecured and Considered Good)

	As at 31st March, 2025	As at 31st March, 2024
Trade Receivables	5 79	3 29
Total	5 79	3 29

7.1 Trade Receivables Ageing Schedule:

As at 31st March, 2025

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment *						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	4 30	1 49	-	-	-	-	5 79
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	4 30	1 49	-	-	-	-	5 79

* Net of Provisions.

As at 31st March, 2024

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment *						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	2 83	46	0	-	-	-	3 29
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	2 83	46	0	-	-	-	3 29

* Net of Provisions.

8 Cash and Cash Equivalents

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
Balances with Banks:		
In Current Accounts #	1 38	1 05
Cash and Cash Equivalent as per Balance Sheet	1 38	1 05
Cash and Cash Equivalent as per Cash Flow Statement	1 38	1 05

Includes Unclaimed Dividend of ₹ 55 Lakh (Previous year ₹ 60 Lakh).

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

9 Other Financial Assets- Current

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
In Fixed Deposits		
Fixed Deposits with Banks *	170 38	159 27
Others		
Interest Accrued on Fixed Deposits with Banks	8 44	7 68
Total	178 82	166 95

* Includes Fixed Deposits given as collateral security for ₹ 59 00 Lakh (Previous Year Nil).

10 Other Current Assets

(₹ in Lakh)

(Unsecured and Considered Good)

	As at 31st March, 2025	As at 31st March, 2024
Balance with GST and State Authorities	5 81	3 92
Others *	1 76	1 89
Total	7 57	5 81

* Includes Advance to Vendors.

11 Share Capital

(₹ in Lakh)

	As at 31st March, 2025		As at 31st March, 2024	
	Units	Amount	Units	Amount
Authorised Share Capital				
Equity Shares of ₹ 10 each	20,00,00,000	200 00	20,00,00,000	200 00
Total		200 00		200 00
Issued, Subscribed and Paid-Up				
Equity Shares of ₹ 10 each fully paid-up	1,51,00,000	15 10	1,51,00,000	15 10
Total		15 10		15 10

11.1 The details of Shareholders holding more than 5% shares:

Name of the Shareholders	As at 31st March, 2025		As at 31st March 2024	
	No. of Shares	% held	No. of Shares	% held
Reliance Industries Limited	68,60,064	45.43	68,60,064	45.43

11.2 Shareholding of Promoters:

Sr. No.	Class of Equity Share	Promoter's Name	No. of shares at the beginning of the year	change during the year	No. of shares at the end of the year	% of total shares	% change during the year
As at 31st March, 2025							
1	Fully paid-up equity shares of ₹ 10 each	Reliance Industries Limited	68,60,064	-	68,60,064	45.43	-
As at 31st March, 2024							
1	Fully paid-up equity shares of ₹ 10 each	Reliance Industries Limited	68,60,064	-	68,60,064	45.43	-

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

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

Particulars	As at 31st March, 2025 No. of Shares	As at 31st March, 2024 No. of Shares
Equity Shares outstanding at the beginning of the year	1,51,00,000	1,51,00,000
Add: Equity Shares issued during the year	-	-
Equity Shares outstanding at the end of the year	1,51,00,000	1,51,00,000

11.4 Rights, preferences and restrictions attached to shares:

The Company has only one class of equity shares having face value of ₹ 10 each. The holder of the equity shares is entitled to dividend right and voting right in the same proportion as the capital paid-up on such equity share bears to the total paid up equity share capital of the Company. The Dividend proposed by Board of Directors is subject to approval of the members in the ensuing Annual General Meeting. 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 the same proportion as the capital paid-up on the equity shares held by them bears to the total paid-up equity share capital of the Company.

12 Other Equity

	As at 31st March, 2025	(₹ in Lakh) As at 31st March, 2024
Capital Reserve		
As per Last Balance Sheet	29 53	29 53
Securities Premium		
As per Last Balance Sheet	9 60	9 60
General Reserve		
As per Last Balance Sheet	211 00	208 00
Add: Transferred from Retained Earnings	3 00	3 00
	214 00	211 00
Retained Earnings		
As per Last Balance Sheet	54 22	52 29
Add: Profit for the Year	9 83	10 21
	64 05	62 50
Less: Appropriations		
Dividend paid on Equity Shares	5 28	5 28
[Dividend per Share ₹ 3.50 (Previous year ₹ 3.50)]		
Transferred to General Reserve	3 00	3 00
	8 28	8 28
	55 77	54 22
Other Comprehensive Income (OCI)		
As per Last Balance Sheet	110 18	78 03
Add: Movement in OCI (Net) during the year	(16 30)	32 15
	93 88	110 18
Total	402 78	414 53

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

13 Deferred Tax Liabilities (Net)

The movement on the deferred tax account is as follows:

(₹ in Lakh)

Particulars	As at 31st March, 2025	As at 31st March, 2024
At the Start of the year	19 04	12 29
Charge/ (credit) to Statement of Profit and Loss (Refer note 22)	15	2 72
Charge to Other Comprehensive Income	(2 56)	4 03
At the end of year	<u>16 63</u>	<u>19 04</u>

13.1 Component of Deferred tax liabilities / (asset)

(₹ in Lakh)

Particulars	As at 1st April, 2024	Charged /(credited) to		As at 31st March, 2025
		Statement of Profit & Loss	Other Comprehensive Income	
Deferred Tax liabilities/ (asset) in relation to :				
Property, Plant and Equipment & Intangible Assets	4 84	(1)	-	4 83
Financial assets	15 85	4	(2 51)	13 38
Provisions & Other Disallowances and benefits under Income Tax Act, 1961	(1 65)	12	(5)	(1 58)
Total	19 04	15	(2 56)	16 63

14 Trade Payables Due to

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
Micro and Small Enterprises	28	86
Other than Micro and Small Enterprises	52 08	35 22
Total	52 36	36 08

14.1 There are no overdue amounts payable to Micro and Small Enterprises as at 31st March, 2025.

14.2 Trade Payables Ageing Schedule:

As at 31st March, 2025

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	28	-	-	-	-	28
Others	45 31	2 16	1 03	5	3 53	52 08
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-	-
Total	45 59	2 16	1 03	5	3 53	52 36

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

As at 31st March, 2024						(₹ in Lakh)
Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	86	-	-	-	-	86
Others	29 97	1 61	12	2	3 50	35 22
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-	-
Total	30 83	1 61	12	2	3 50	36 08

15 Other Financial Liabilities - Current

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
Unclaimed Dividend #	55	60
Security Deposits from customers	3	3
Total	58	63

These figures do not include any amounts due and outstanding, to be credited to Investor Education and Protection Fund except ₹ 1 Lakh (Previous Year ₹ 1 Lakh) which is held in abeyance due to pending legal cases.

16 Other Current Liabilities

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
Other Payables *	5 09	5 32
Total	5 09	5 32

* Includes Statutory dues.

17 Provisions - Current

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
Provision for Employee Benefits (Refer note 20.1) ^	74	1 23
Total	74	1 23

^ The Provision for Employee benefit includes annual leave and vested long service leave entitlement accrued.

18 Revenue From Operations

(₹ in Lakh)

	2024-25	2023-24
Disaggregated Revenue		
Value of Services		
Product Transportation Services	33 17	33 50
Infrastructure Support Services	15 82	24 53
Other operating Income	50	5
Total ^^	49 49	58 08

^^ Net of GST

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

19 Other Income		(₹ in Lakh)	
	2024-25	2023-24	
Interest Income			
On Debt instruments	7 21	6 59	
On Bank Deposits	13 26	11 72	
Others	12	-	18 31
Dividend Income	37		33
Gain on Financial Assets (Net)			
Realised Gain	8 94	-	
Unrealised Gain	(5 30)	3 37	3 37
Other Non Operating Income [§]	24		2 60
Total	24 84		24 61

[§] Includes income from Sale / discard of assets ₹ 22 Lakh (Previous Year ₹ 76 Lakh).

19.1 Above includes income from assets measured at Fair Value Through Profit or Loss ₹ 364 Lakh (Previous Year ₹ 337 Lakh) and income from assets measured at Fair Value Through Other Comprehensive Income ₹ 758 Lakh (Previous Year ₹ 692 Lakh).

20 Employee Benefit Expense		(₹ in Lakh)	
	2024-25	2023-24	
Salaries and Wages	9 34	15 65	
Contribution to Provident Fund and Other Funds	57	84	
Staff Welfare Expenses	26	26	
Total	10 17	16 75	

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	2024-25	2023-24
Employer's Contribution to Provident Fund	30	51
Employer's Contribution to Superannuation Fund	2	4
Employer's Contribution to Pension Scheme	6	8

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

Particulars	Gratuity (Funded)	
	2024-25	2023-24
Defined Benefit Obligation at beginning of the year	5 78	5 24
Current Service Cost	16	13
Interest Cost	42	40
Actuarial (Gain)/ Loss	(16)	49
Benefits Paid by the company	(20)	(48)
Liability Transferred In/(Out) (Net)	(2 52)	-
Defined Benefit Obligation at year end	3 48	5 78

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

II. Reconciliation of Opening and Closing Balances of Fair Value of Plan Assets

(₹ in Lakh)

Particulars	Gratuity (Funded)	
	2024-25	2023-24
Fair Value of Plan Assets at beginning of the year	6 05	5 64
Expected Return on Plan Assets	46	41
Assets Transferred In /(Out) (Net)	(2 52)	-
Fair Value of Plan Assets at year end	3 99	6 05

III. Reconciliation of Fair Value of Assets and Obligations

(₹ in Lakh)

Particulars	Gratuity (Funded)	
	2024-25	2023-24
Fair Value of Plan Assets	3 99	6 05
Present Value of Obligation	3 48	5 78
Amount recognised in Balance Sheet [Surplus / (Deficit)]	51	27

IV. Expenses recognised during the year

(₹ in Lakh)

Particulars	Gratuity (Funded)	
	2024-25	2023-24
In Income Statement		
Current Service Cost	16	13
Interest Cost on Benefit Obligation	42	40
Expected Return on Plan Assets	(44)	(43)
Net Cost	14	10
In Other Comprehensive Income		
Actuarial (Gain)/ Loss	(16)	49
Return on Plan Assets	(2)	1
Net (Income)/ Expense for the period recognised in OCI	(18)	50

V. Investment Details

	As at 31st March, 2025		As at 31st March, 2024	
	₹ in Lakh	% Invested	₹ in Lakh	% Invested
Insurance Policies	3 99	100	6 05	100

VI. Actuarial Assumptions

Mortality Table (IALM)	Gratuity (Funded)	
	2024-25	2023-24
	2012-14	2012-14
	(Urban)	(Urban)
Discount Rate (per annum)	6.90%	7.23%
Expected Rate of Return on Assets (per annum)	6.90%	7.23%
Rate of Escalation in Salary (per annum)	6.00%	6.00%
Rate of Employee Turnover	5.00%	7.00%

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotions, past experience 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 2024-25.

VIII. Sensitivity Analysis

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount trade, 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	As at 31st March, 2025		As at 31st March, 2024	
	Decrease	Increase	Decrease	Increase
Change in Rate of Discounting (Delta Effect of +/- 0.5%)	4	(4)	9	(9)
Change in Rate of Salary Increase (Delta Effect of +/- 0.5%)	(4)	4	(9)	9
Change in Rate of Employee Turnover (Delta Effect of +/- 0.5%)	(0)	0	(0)	0

These plans typically expose the Group to actuarial risks such as: Investment Risk, Interest 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 fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

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)

	2024-25	2023-24
Stores and Packing Materials	75	81
Repairs and Maintenance	4 63	10 84
Operating Expenses	10 62	18 87
Electricity Expenses	36	30
Rent	3 63	3 25
Rates and Taxes	14	32
Insurance	1 28	1 39
Professional Fees	28 11	10 19
Travelling and Conveyances	21	20
Charity and Donation	30	25
General Expenses	84	73
Payment to Auditors (Refer Note 21.1)	35	33
Total	51 22	47 48

Notes to the Standalone Financial Statements for the year ended 31st March, 2025**21.1 Payment to Auditors as**

(₹ in Lakh)

	2024-25	2023-24
(a) Statutory Audit Fees	27	26
(b) Tax Audit Fees	7	6
(c) Certification Fees	1	1
Total	35	33

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 ₹ 26 Lakh (Previous Year ₹ 22 Lakh).
- (b) Expenditure related to Corporate Social Responsibility is ₹ 30 Lakh (Previous Year ₹ 25 Lakh).

Details of amount spent towards CSR given below:

(₹ in Lakh)

Particulars	2024-25	2023-24
Promoting Health Care, including Preventive Health Care	30	25
Total	30	25

- (c) Total ₹ 30 Lakh (Previous Year ₹ 25 Lakh) is spent through Reliance Foundation, the implementing agency.

22 Taxation

(₹ in Lakh)

	Year ended 31st March, 2025	Year ended 31st March, 2024
Tax expenses recognised in the statement of Profit and Loss		
Current Tax	1 50	2 26
Deferred Tax	15	2 72
Provision for Income Tax of earlier years	-	66
Tax expenses recognised in the current year	1 65	5 64

Tax expenses for the year can be reconciled to the accounting profit as follows:

(₹ in Lakh)

	Year ended 31st March, 2025	Year ended 31st March, 2024
Profit before tax	11 48	15 85
Applicable Tax Rate	25.168%	25.168%
Computed Tax Expense	2 89	3 99
Tax Effect of :		
Carried forward losses utilised	(88)	-
Expenses disallowed / (allowed)	(51)	(1 73)
Current Tax Provision (A)	1 50	2 26
Incremental Deferred tax Liability / (Asset) on account of :		
(i) Property, Plant and Equipment and Intangible Assets	(1)	(8)
(ii) Financial Assets and Other Items	16	2 80
Deferred Tax Provision (B)	15	2 72
Tax expenses recognised in Statement of Profit and Loss (A+B)	1 65	4 98
Effective Tax Rate	14.38%	31.39%

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

23 Earnings Per Share (EPS)

	2024-25	2023-24
i) Face Value per Equity Share (₹)	10	10
ii) Basic and Diluted Earnings per Share (₹)	6.51	6.76
iii) Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakh)	9 83	10 21
iv) Weighted Average number of Equity Shares used as denominator for calculating EPS	1,51,00,000	1,51,00,000

24 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 with whom transactions have taken place and relationships:

Sr. No.	Name of the Related Party	Relationship
1	Reliance Industries Limited	Entity Exercising Significant Influence (Promoter)
2	Reliance Europe Limited	Associate
3	Reliance Projects & Property Management Services Limited	Subsidiary of Promoter
4	Reliance Sibur Elastomers Private Limited	Subsidiary of Promoter
5	Reliance Retail Limited	Subsidiary of Promoter
6	Jamnagar Utilities And Power Private Limited	Associate of Promoter
7	Reliance Jio Infocomm Limited	Subsidiary of Promoter
8	Reliance Ethane Pipeline Limited	Subsidiary of Promoter
9	Reliance Bio Energy Limited	Subsidiary of Promoter
10	Reliance Corporate IT Park Limited	Subsidiary of Promoter
11	Shri Dilip V. Dherai	Key Managerial Personnel
12	Shri Amitkumar Mundhe	Key Managerial Personnel
13	Smt. Sindhu Menon	Key Managerial Personnel (Chief Financial Officer till July 18, 2024)
14	Shri Praveen Baser	Key Managerial Personnel (Chief Financial Officer w.e.f. July 19, 2024)

ii) Transactions during the year with related parties:

(₹ in Lakh)

Sr. No.	Nature of Transactions (Excluding Reimbursements)	Entity Exercising Significant Influence (Promoter)	Associate	Key Managerial Personnel	Subsidiary / Associate of Promoter	Total
1	Revenue from Operations	48 88 57 43	-	-	50 26	49 38 57 69
2	Dividend Income	37 33	-	-	-	37 33
3	Rental Charges	0 1	-	-	-	0 1
4	Professional Fees (Other Support Services)	57 7	-	-	35 66	92 73
5	Purchase of Consumables	-	-	-	0 3	0 3
6	Telephone Expenses - Mobile	-	-	-	5 6	5 6
7	Payment to Key Managerial Personnel	-	-	2 62 2 46	-	2 62 2 46

Note: Figures in italic represents Previous Year's amounts.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025**iii) Balances as at 31st March, 2025**

(₹ in Lakh)

Sr. No.	Nature of Balances	Entity Exercising Significant Influence (Promoter)	Associate	Key Managerial Personnel	Subsidiary / Associate of Promoter	Total
1	Investments	3 30	3 93	-	-	7 23
		<i>3 30</i>	<i>3 93</i>	-	-	<i>7 23</i>
2	Trade receivables	5 76	-	-	-	5 76
		<i>6 51</i>	-	-	<i>6</i>	<i>6 51</i>
3	Trade Payables	0	-	-	0	0
		-	-	-	<i>1</i>	<i>1</i>

Note: Figures in italic represents Previous Year's amounts.**iv) Disclosure in Respect of Related Party Transactions during the year:**

(₹ in Lakh)

Sr. No.	Particulars	Relationship	2024-25	2023-24
1	Revenue from Operations			
	Reliance Industries Limited	Entity Exercising Significant Influence (Promoter)	48 88	57 43
	Reliance Sibur Elastomers Private Limited	Subsidiary of Promoter	-	13
	Jamnagar Utilities And Power Private Limited	Associate of Promoter	-	8
	Reliance Bio Energy Limited	Subsidiary of Promoter	50	5
2	Dividend Income			
	Reliance Industries Limited	Entity Exercising Significant Influence (Promoter)	37	33
3	Rental Charges			
	Reliance Industries Limited	Entity Exercising Significant Influence (Promoter)	0	1
4	Professional Fees (Other Support Services)			
	Reliance Industries Limited	Entity Exercising Significant Influence (Promoter)	57	7
	Reliance Projects & Property Management Services Limited	Subsidiary of Promoter	17	66
	Reliance Corporate IT Park Limited	Subsidiary of Promoter	18	-
5	Purchase of Consumables			
	Reliance Retail Limited	Subsidiary of Promoter	0	0
	Reliance Ethane Pipeline Limited	Subsidiary of Promoter	-	3
6	Telephone Expenses - Mobile			
	Reliance Jio Infocomm Limited	Subsidiary of Promoter	5	6
7	Payment to Key Managerial Personnel			
	Shri Dilip V. Dherai	Key Managerial Personnel	1 44	1 41
	Shri Amitkumar Mundhe	Key Managerial Personnel	75	64
	Smt.Sindhu Menon	Key Managerial Personnel	13	41
	Shri Praveen Baser	Key Managerial Personnel	30	-

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

v) Balances as at 31st March, 2025 (₹ in Lakh)

Sr. No.	Particulars	Relationship	As at 31st March, 2025	As at 31st March, 2024
1	Investments			
	Reliance Industries Limited	Entity Exercising Significant Influence (Promoter)	3 30	3 30
	Reliance Europe Limited	Associate	3 93	3 93
2	Trade receivables			
	Reliance Industries Limited	Entity Exercising Significant Influence (Promoter)	5 76	6 51
	Reliance Bio Energy Limited	Subsidiary of Promoter	-	6
3	Trade Payables			
	Reliance Industries Limited	Entity Exercising Significant Influence (Promoter)	0	-
	Reliance Jio Infocomm Limited	Subsidiary of Promoter	0	1

24.1 Compensation of Key Managerial Personnel

The remuneration of director and other members of Key Managerial Personnel during the year was as follows:

	2024-25	2023-24
i) Short term benefits	2 50	2 33
ii) Post employment benefits	12	13
iii) Other long term benefits	-	-
iv) Share based Payments	-	-
v) Termination Benefits	-	-
Total	2 62	2 46

25 Contingent Liabilities and Commitments

(i) Contingent Liabilities

Claims against the Company / disputed liabilities not acknowledged as debts*

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
In respect of Others	2	2

*The Company has been advised that the demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

- (ii) The Income -Tax Assessments of the Company have been completed up to Assessment Year 2020-21. The total demand upto Assessment Year 2020-21 is ₹ 2 Lakh as on date. Based on the decisions of the Appellate authorities in its own case and the interpretations of other relevant provisions of the Income tax Act, 1961, the demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

- (iii) The Company has no contracts remaining to be executed on capital account.

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 makes adjustment in light of changes in business condition. The overall strategy remains unchanged as compare to last year.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

27 Financial Instruments

A. Fair Valuation Measurement Hierarchy

(₹ in Lakh)

Particulars	As at 31st March, 2025				As at 31st March, 2024			
	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
Financial Assets								
At Amortised Cost *								
Trade Receivables	5 79	-	-	-	3 29	-	-	-
Cash and Bank Balances	1 38	-	-	-	1 05	-	-	-
Other Financial Assets	179 86	-	-	-	167 92	-	-	-
At FVTPL								
Investments	48 55	48 55	-	-	51 36	51 36	-	-
At FVTOCI								
Investments	211 71	211 71	-	-	223 85	223 85	-	-
Financial Liabilities								
At Amortised Cost								
Trade Payables	52 36	-	-	-	36 08	-	-	-
Other Financial Liabilities	58	-	-	-	63	-	-	-

* Excludes investment in associate of ₹ 3 93 Lakh (Previous Year ₹ 3 93 Lakh), refer note 2.1.

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

The Company's activities expose it to liquidity risk and credit risk. This note explains the sources of risks which the entity is exposed to and how it mitigates that risk.

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 will fail 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.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. The Company is not exposed to interest rate risk, currency risk and commodity price risk.

- 28** The Company is mainly engaged in 'Infrastructure and Support Services Activities' 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 ₹ 48 88 Lakh (Previous Year ₹ 57 43 Lakh) arose from Sale of Services to Reliance Industries Limited (Entity exercising significant influence, the largest customer). No other single customer contributed 10% or more to the Company's revenue for both FY 2024-25 and FY 2023-24.

- 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 are given under respective heads.
- iii) Guarantees given and Securities provided by the Company in respect of loan Nil (Previous Year Nil)

30 Ratio Analysis:

Sr. No.	Particulars	2024-25	2023-24	% Change
1	Current Ratio	4.12	5.29	(22.0)
2	Debt-Equity Ratio	Not Applicable	Not Applicable	Not Applicable
3	Debt Service Coverage Ratio	Not Applicable	Not Applicable	Not Applicable
4	Return on Equity (%)	3.1%	3.2%	(5.2)
5	Inventory Turnover Ratio [#]	Not Applicable	Not Applicable	Not Applicable
6	Trade Receivables Turnover Ratio ^a	10.90	16.76	(34.9)
7	Trade Payables Turnover Ratio	1.16	1.53	(24.3)
8	Net Capital Turnover Ratio	0.27	0.31	(13.9)
9	Net Profit Margin (%)	19.9%	17.6%	12.9
10	Return on Capital Employed (%) ^b	286.8%	(125.6%)	328.4
11	Return on Investment (%)	7.5%	7.2%	4.8

[#]Inventory includes consumable stores and spares, hence ratio not applicable.

Notes:

- a. Trade Receivable Turnover Ratio decreased primarily due to increase in average trade receivables.
- b. Return on Capital Employed increased due to reduced capital employed.

30.1 Formula for computation of ratios are as follows:

Sr. No.	Particulars	Formula
1	Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
2	Return on Equity (%)	$\frac{\text{Profit after Tax}}{\text{Average Net Worth}}$
3	Trade Receivables Turnover Ratio	$\frac{\text{Value of Services}}{\text{Average Trade Receivables}}$
4	Trade Payables Turnover Ratio	$\frac{\text{Other Expenses}}{\text{Average Trade Payables}}$

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Sr. No.	Particulars	Formula
5	Net Capital Turnover Ratio	$\frac{\text{Value of Services}}{\text{Working Capital (Current Assets - Current Liabilities)}}$
6	Net Profit Margin (%)	$\frac{\text{Profit after Tax}}{\text{Value of Services (Revenue)}}$
7	Return on Capital Employed (%)	$\frac{\text{Net Profit after Tax} + \text{Deferred Tax Expense/(Income) (-) Other Income}}{\text{Average Capital Employed}^*}$
8	Return on Investment (%)	$\frac{\text{Other Income}^{**} \text{ (Excluding Dividend)}}{\text{Average Cash, Cash Equivalents \& Other Marketable Securities} + \text{Investments}^{\S} \text{ (Current+Non-Current)}}$

* Capital employed includes Equity, Deferred Tax Liabilities and reduced by Investments, Cash and Cash Equivalents.

[§] Excluding Investments in Equity Shares.

** Excluding Other Non Operating Income

31 Other Statutory Information:

- (i) There are no balances outstanding with struck off companies as per Section 248 of the Companies Act, 2013.
- (ii) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries), or
 - (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (iii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries), or
 - (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iv) The Company does not have transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.

32 Approval of Financial Statements

The Financial Statements were approved for issue by the Board of Directors at its meeting held on April 16, 2025.

33 Events After the Reporting Period

The Board of Directors have recommended dividend of ₹ 3.50 per equity share of ₹ 10/- each on the Paid-up Capital of ₹ 15 10 Lakh for the year ended March 31, 2025, subject to approval by the members at the ensuing Annual General Meeting of the Company.

34 The figures for the corresponding previous year have been regrouped/ reclassified wherever necessary, to make them comparable.

As per our Report of even date

For Chaturvedi & Shah LLP
Chartered Accountants
Firm Registration No.: 101720W/ W100355

Gaurav Jain
Partner
Membership No: 129439

Date: April 16, 2025

For and on behalf of the board

Mahesh K. Kamdar
Chairman
DIN: 00013915

Riddhi Bhimani
Director
DIN: 10072936

Vipin Chandra Sati
Executive Director
DIN: 10968198

Sanjiv Singh
Director
DIN: 05280701

Rahul Dutt
Director
DIN: 08872616

Amitkumar Mundhe
Company Secretary

Achuthan Siddharth
Director
DIN: 00016278

Praveen Baser
Chief Financial Officer

CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

Independent Auditor's Report

To The Members of Reliance Industrial Infrastructure Limited Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **Reliance Industrial Infrastructure Limited** ("the Company") and its associate which comprise the Consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss, (including Other Comprehensive Income), the Consolidated Statement of Cash Flow and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Financial Statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of other auditor on separate financial statements of associate referred to in the Other Matters section below, 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 and its associate as at March 31, 2025, its consolidated profits, its consolidated total comprehensive loss, its consolidated cash flows and the consolidated changes in equity for the year then ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its associate 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 made 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 obtained by us and other auditor in terms of their reports referred to in "Other Matter" paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended March 31, 2025. 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.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
Revenue Recognition – Refer 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. 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. 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.	<p>Our audit procedures included and were not limited to the following:</p> <ul style="list-style-type: none"> • assessing the application of Company's accounting policies over revenue recognition and comparing the accounting policies over revenue recognition with applicable Indian accounting standards; • testing the revenue recognized including testing of Company's controls on revenue recognition. • 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.

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, Standalone 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, 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 Responsibility for the Consolidated Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation and presentation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive loss, consolidated cash flows and consolidated changes in equity of the Company including in its associate in accordance with the accounting principles generally accepted in India, including Ind AS specified under Section 133 of the Act.

The respective Board of Directors of the companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and its associate and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and 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 Directors of the Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Consolidated Financial Statements are responsible for assessing the ability of the Company 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.

The Company's Board of Directors and its associate are responsible for overseeing the financial reporting process of the Company and its associate.

Auditor's Responsibility 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 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 with reference to financial statement 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 and its associate 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 Consolidated 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 and its associate 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 of such entities 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 entity or business activities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entity or business activities 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

Independent Auditor's Report

knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors (i) in 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.

We communicate with those charged with governance of the Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls with reference to Financial Statements 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 year 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 ₹ 214 Lakhs for the year ended March 31, 2025, in respect of an associate, whose financial statements have not been audited by us. These Financial Statements have been audited by other auditor whose reports 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 the associate and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the above associate is based solely on the audit reports of the other auditor.

Our opinion on the Consolidated Financial Statements as above 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 report of the other auditor.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditor on separate Financial Statements, referred in the Other Matters paragraph above we report, to the extent applicable, 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 relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from

our examination of those books and the reports of the other auditor;

- (c) The Consolidated Balance Sheet, the Consolidated statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant 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 Indian Accounting Standards specified under Section 133 of the Act;
- (e) On the basis of the written representations received from the directors of the Company as on March 31, 2025 taken on record by the Board of Directors of the Company none of the directors of the Company is disqualified as on March 31, 2025 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 with reference to Consolidated Financial Statements 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 with reference to Consolidated Financial Statement;
- (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 read with Schedule V of the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and considering that Company does not have any subsidiary, associate or joint venture companies incorporated in India, we report that:
 - i. The Company has disclosed the pending litigation which would impact on its financial position in its Consolidated Financial Statements. Refer Note 25 to the Consolidated Financial Statements.
 - 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 Lakh, which are held in abeyance due to pending legal cases.

- iv. (a) The Management has represented that, to the best of the knowledge and belief, as disclosed in the notes to accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented that, to the best of the knowledge and belief, as disclosed in the notes to accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on our audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation given by the Management under paragraph (2) (h) (iv) (a) & (b) contain any material misstatement.
- v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act. As Stated in Note 35 to the Consolidated Financial Statement, the Board of

Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. Such dividend proposed is in accordance with Section 123 of the Act.

- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

In our opinion and according to the information and explanations given to us, and considering that the Company does not have any subsidiary, associate or joint venture companies incorporated in India, the reporting requirement of clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 issued by the Central Government in terms of Section 143(11) of the Act is not applicable.

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration No. 101720W/W100355

Gaurav Jain

Partner

Membership No.: 129439

UDIN: 25129439BMKQWO3183

Place: Mumbai

Date: April 16, 2025

“Annexure A” to the Independent Auditor’s Report

(Referred to in paragraph (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date to the members of **Reliance Industrial Infrastructure Limited** on the Consolidated Financial Statements for the year ended March 31, 2025)

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to Consolidated Financial Statements of **Reliance Industrial Infrastructure Limited** (“the Company”) as of March 31, 2025 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 with reference to these Consolidated Financial Statements based on the internal control 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 with reference to these Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the 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 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 with reference to these Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to these Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to 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 with reference to these Consolidated Financial Statements.

Meaning of Internal Financial Controls with reference to these Consolidated Financial Statements

A company’s internal financial controls with reference to these Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial controls 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 consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the Consolidated Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to these Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to these Consolidated 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 with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to these Consolidated 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to these Consolidated Financial Statements and such internal financial controls with reference to these Consolidated Financial Statements

were operating effectively as at March 31, 2025, 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 the ICAI.

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 Consolidated Financial Statements is based solely on our report on the Consolidated Financial Statements of the Company for the year ended March 31, 2025, since it did not have any subsidiary, associate

or joint venture companies which are incorporated in India as on that date.

For **Chaturvedi & Shah LLP**

Chartered Accountants

Firm Registration No. 101720W/W100355

Gaurav Jain

Partner

Membership No.: 129439

UDIN: 25129439BMKQWO3183

Place: Mumbai

Date: April 16, 2025

Consolidated Balance Sheet as at 31st March, 2025

	Notes	As at 31st March, 2025	(₹ in Lakh) As at 31st March, 2024
Assets			
Non-Current Assets			
Property, Plant and Equipment	1	27 24	28 77
Financial Assets			
Investments	2	259 50	269 50
Other Financial Assets	3	1 04	97
Other Non-Current Assets	4	7 10	5 71
Total Non-Current Assets		294 88	304 95
Current Assets			
Inventories	5	15	24
Financial Assets			
Investments	6	48 55	51 36
Trade Receivables	7	5 79	3 29
Cash and Cash Equivalents	8	1 38	1 05
Other Financial Assets	9	178 82	166 95
Other Current Assets	10	7 57	5 81
Total Current Assets		242 26	228 70
Total Assets		537 14	533 65
Equity and Liabilities			
Equity			
Equity Share Capital	11	15 10	15 10
Other Equity	12	446 64	456 25
Total Equity		461 74	471 35
Liabilities			
Non-Current Liabilities			
Deferred Tax Liabilities (Net)	13	16 63	19 04
Total Non-Current Liabilities		16 63	19 04
Current Liabilities			
Financial Liabilities			
Trade Payables due to:	14		
Micro and Small Enterprises		28	86
Other than Micro and Small Enterprises		52 08	35 22
Other Financial Liabilities	15	58	63
Other Current Liabilities	16	5 09	5 32
Provisions	17	74	1 23
Total Current Liabilities		58 77	43 26
Total Liabilities		75 40	62 30
Total Equity and Liabilities		537 14	533 65
Material Accounting Policies	A-C		
See accompanying Notes to the Financial Statements	1 to 36		

As per our Report of even date

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration No.: 101720W/ W100355

Gaurav Jain

Partner

Membership No: 129439

Date: April 16, 2025

For and on behalf of the board

Mahesh K. Kamdar

Chairman

DIN: 00013915

Riddhi Bhimani

Director

DIN: 10072936

Vipin Chandra Sati

Executive Director

DIN: 10968198

Sanjiv Singh

Director

DIN: 05280701

Rahul Dutt

Director

DIN: 08872616

Amitkumar Mundhe

Company Secretary

Achuthan Siddharth

Director

DIN: 00016278

Praveen Baser

Chief Financial Officer

Consolidated Statement of Profit and Loss for the year ended 31st March, 2025

			(₹ in Lakh)
	Notes	2024-25	2023-24
Income			
Value of Services (Revenue)		58 40	68 47
Less: GST Recovered		8 91	10 39
Revenue from Operations	18	49 49	58 08
Other Income	19	24 84	24 61
Total Income		74 33	82 69
Expenses			
Employee Benefits Expense	20	10 17	16 75
Depreciation / Amortisation Expense	1	1 46	2 61
Other Expenses	21	51 22	47 48
Total Expenses		62 85	66 84
Profit before share of Profit of Associates and tax		11 48	15 85
Share of Profit of Associate		2 14	3 11
Profit Before Tax		13 62	18 96
Tax Expenses			
Current Tax	22	1 50	2 26
Deferred Tax	22	15	2 72
Provision for Income Tax of earlier years		-	66
		1 65	5 64
Profit for the Year		11 97	13 32
Other Comprehensive Income			
i) Items not reclassifiable to Profit or Loss			
Equity Investments through Other Comprehensive Income		(20 10)	36 52
Remeasurement of Defined Benefit Plan		18	(50)
ii) Income tax relating to items not reclassifiable to Profit or Loss		2 83	(4 00)
iii) Items reclassifiable to Profit or Loss			
Debt Investments through Other Comprehensive Income		1 06	16
iv) Income tax relating to items reclassifiable to Profit or Loss		(27)	(3)
Total Other Comprehensive Income/ (Loss) for the Year (Net of Tax)		(16 30)	32 15
Total Comprehensive Income/ (Loss) for the Year		(4 33)	45 47
Earnings per equity share of face value of ₹10 each	23		
Basic and Diluted (in ₹)		7.93	8.82
Material Accounting Policies	A-C		
See accompanying Notes to the Financial Statements	1 to 36		

As per our Report of even date

For Chaturvedi & Shah LLP
Chartered Accountants
Firm Registration No.: 101720W/ W100355

Gaurav Jain
Partner
Membership No: 129439

Date: April 16, 2025

For and on behalf of the board

Mahesh K. Kamdar
Chairman
DIN: 00013915

Riddhi Bhimani
Director
DIN: 10072936

Vipin Chandra Sati
Executive Director
DIN: 10968198

Sanjiv Singh
Director
DIN: 05280701

Rahul Dutt
Director
DIN: 08872616

Amitkumar Mundhe
Company Secretary

Achuthan Siddharth
Director
DIN: 00016278

Praveen Baser
Chief Financial Officer

Consolidated Statement of Changes in Equity for the year ended 31st March, 2025

A. Equity Share Capital (₹ in Lakh)					
	Balance as at 1st April, 2023	Changes during the year 2023-24	Balance as at 31st March, 2024	Changes during the year 2024-25	Balance as at 31st March, 2025
	15 10	-	15 10	-	15 10

B. Other Equity (₹ in Lakh)					
Particulars	Balance as at	Total Comprehensive Income for the year	Dividend	Transfer to / (from) Retained Earnings	Balance as at
As at 31st March, 2025	1st April, 2024				31st March, 2025
Reserves and Surplus					
Capital Reserve	29 53	-	-	-	29 53
Securities Premium	9 60	-	-	-	9 60
General Reserve	211 00	-	-	3 00	214 00
Retained Earnings	95 94	11 97	(5 28)	(3 00)	99 63
Other Comprehensive Income (OCI)	110 18	(16 30)	-	-	93 88
Total	456 25	(4 33)	(5 28)	-	446 64

(₹ in Lakh)					
Particulars	Balance as at	Total Comprehensive Income for the year	Dividend	Transfer to / (from) Retained Earnings	Balance as at
As at 31st March, 2024	1st April, 2023				31st March, 2024
Reserves and Surplus					
Capital Reserve	29 53	-	-	-	29 53
Securities Premium	9 60	-	-	-	9 60
General Reserve	208 00	-	-	3 00	211 00
Retained Earnings	90 90	13 32	(5 28)	(3 00)	95 94
Other Comprehensive Income (OCI)	78 03	32 15	-	-	110 18
Total	416 06	45 47	(5 28)	-	456 25

As per our Report of even date

For Chaturvedi & Shah LLP
Chartered Accountants
Firm Registration No.: 101720W/ W100355

Gaurav Jain
Partner
Membership No: 129439

Date: April 16, 2025

For and on behalf of the board

Mahesh K. Kamdar
Chairman
DIN: 00013915

Riddhi Bhimani
Director
DIN: 10072936

Vipin Chandra Sati
Executive Director
DIN: 10968198

Sanjiv Singh
Director
DIN: 05280701

Rahul Dutt
Director
DIN: 08872616

Amitkumar Mundhe
Company Secretary

Achuthan Siddharth
Director
DIN: 00016278

Praveen Baser
Chief Financial Officer

Consolidated Statement of Cash Flow for the year ended 31st March, 2025

	(₹ in Lakh)	
	2024-25	2023-24
A: Cash Flow from Operating Activities		
Net Profit before Tax as per Statement of Profit and Loss	13 62	18 96
Adjusted for:		
Depreciation / Amortisation Expense	1 46	2 61
Net Gain on disposal/ sale of Property, Plant and Equipments	(14)	(51)
Net Gain on Financial Assets	(3 64)	(3 37)
Interest Income	(20 59)	(18 31)
Dividend Income	(37)	(33)
Share in (Profit)/Loss of Associate	(2 14)	(3 11)
	(25 42)	(23 02)
Operating Profit before Working Capital Changes	(11 80)	(4 06)
Adjusted for:		
Trade and Other Receivables	(3 07)	(21)
Inventories	9	7
Trade and Other Payables	15 56	10 29
	12 58	10 15
Cash Generated from/ (used in) Operations	78	6 09
Taxes Paid (Net)	(3 81)	(4 06)
Net Cash Flow from / (used in) Operating Activities *	(3 03)	2 03
B: Cash Flow from Investing Activities		
Proceeds from disposal of Property, Plant and Equipment	22	5 95
Purchase of Investments	-	(3 40)
Proceeds from Sale of Investments	6 45	17
Investment in Fixed Deposits	-	(97)
Interest received	1 66	1 17
Dividend Income	37	33
Net Cash Flow from/ (used in) Investing Activities	8 70	3 25
C: Cash Flow from Financing Activities		
Dividend Paid	(5 34)	(5 37)
Net Cash Flow from/ (used in) Financing Activities	(5 34)	(5 37)
Net (Decrease)/ Increase in Cash and Cash Equivalents	33	(9)
Opening Balance of Cash and Cash Equivalents	1 05	1 14
Closing Balance of Cash and Cash Equivalents	1 38	1 05

* Includes amount spent in cash towards Corporate Social Responsibility of ₹ 30 Lakh (Previous year ₹ 25 Lakh).

As per our Report of even date

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration No.: 101720W/ W100355

Gaurav Jain

Partner

Membership No: 129439

For and on behalf of the board

Mahesh K. Kamdar

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Company Secretary

Achuthan Siddharth

Director

DIN: 00016278

Praveen Baser

Chief Financial Officer

Date: April 16, 2025

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

A. Corporate Information

The Consolidated Financial Statements comprise Financial Statements of Reliance Industrial Infrastructure Limited ("The Company/ The Group") and its associate for the year ended 31st March, 2025.

The Group is mainly engaged in "Infrastructure and Support Services Activities".

B. Material 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 amount:

- (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, (as amended from time to time) and Presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS Compliant Schedule III) as amended from time to time. The Company follows indirect method prescribed in Ind AS 7 – Statement of Cash Flows for presentation of its cash flows.

The Group's Consolidated Financial Statements are presented in Indian Rupees (₹), which is its functional currency and all values are rounded to the nearest Lakh (₹ 00,000) except when otherwise indicated. Wherever the amount is less than ₹ 50,000 it has been rounded down and is presented as '0' (Zero) in this statement. This does not imply that the actual value is nil. Wherever the actual value is nil, it is presented as '-' (Hyphen).

B.2 Principles of Consolidation

The Consolidated Financial Statements have been prepared on the following basis:

- (a) Investment in Associate Companies has been accounted under the equity method as per Indian Accounting Standard (Ind AS 28) - "Accounting for Investments in Associates and Joint Ventures".
- (b) The Group accounts for its share of post acquisition changes in net assets of associates, after eliminating unrealised profits and losses resulting from transactions between the Group and its associates.
- (c) 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 Group's separate Financial statements.
- (d) Investments other than in associate have been accounted as per relevant Indian Accounting Standard.

B.3 Summary of Material Accounting Policies

(a) Current and Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification considering an operating cycle of 12 months being the time elapsed between deployment of resources and the realisation/ settlement in cash and cash equivalents there against.

(b) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebate less accumulated depreciation and impairment losses, if any. Such cost includes purchase price and any cost directly attributable to bringing the assets to its working condition for its intended use.

Depreciation on Property, Plant and Equipment is provided using straight line method. Depreciation 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.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

(c) 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 and any cost directly attributable to bringing the assets to its working condition for its intended use.

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

(d) Inventories

Items of Inventories are measured at lower of cost or net realisable value after providing for obsolescence, if any. Cost of Inventories is determined on weighted average basis.

(e) 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.

(f) Contingent Liabilities

Disclosure of contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of amount cannot be made.

(g) Current Tax and Deferred Tax

The tax expense for the period comprise of Current Tax and Deferred Tax. The Company exercises judgment in computation of current tax considering the relevant rulings and reassesses the carrying amount of deferred tax assets / liabilities at the end of each reporting period.

(h) Revenue Recognition

The Company is the principal as it controls the goods or services before transferring them to the customer.

Recognition of revenue from rendering of services, the Company exercises judgement for identification of performance obligations, and in determining whether the performance obligation is satisfied at a point in time or over a period of time.

Generally, the credit period varies between 0-30 days from the rendering of services.

(i) Financial Instruments

(i) Financial Assets

Purchase and sale of Financial Assets are recognised using trade date accounting. Trade receivables that do not contain a significant financing component are measured at transaction price.

The Company has elected to account for its investments in associates at cost less impairment loss (if any).

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'. However dividend on such Equity Investment are recognised in the Statement of Profit and Loss when the Company has rights to receive payment is established.

The Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at Fair Value Through Profit Or 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).

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

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 months 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.

(ii) Financial liabilities

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

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) Property, Plant and Equipment / Intangible Assets

Estimates are involved in determining the cost attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the management. 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 and future risks. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

b) 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.

c) 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.

d) Fair Value Measurement

For estimates relating to fair value of financial instruments refer note 27 of Consolidated Financial Statements.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

1. Property, Plant and Equipment and Intangible Assets

(₹ in Lakh)

Description	Gross block				Depreciation/ Amortisation			Net block		
	As at 1st April, 2024	Additions/ Adjustments	Deductions/ Adjustments	As at 31st March, 2025	As at 1st April, 2024	For the year	Deductions/ Adjustments	As at 31st March, 2025	As at 31st March, 2025	As at 31st March, 2024
(i) Property, Plant and Equipment										
Own Assets:										
Land	1 53	-	-	1 53	-	-	-	-	1 53	1 53
Buildings	2 32	-	-	2 32	2 14	2	-	2 16	16	18
Plant and Machinery	205 38	-	1 07	204 31	178 61	1 40	1 00	179 01	25 30	26 77
Equipment	1 95	-	1 70	25	1 75	3	1 70	8	17	20
Furniture and Fixtures	50	-	50	-	50	-	50	-	-	-
Vehicles	1 13	-	94	19	1 12	-	94	18	1	1
Right to Use Assets:										
Land	2 06	-	-	2 06	1 98	1	-	1 99	7	8
Sub-Total (i)	214 87	-	4 21	210 66	186 10	1 46	4 14	183 42	27 24	28 77
(ii) Intangible Assets ^										
Software	76 97	-	-	76 97	76 97	0	-	76 97	-	0
Sub-Total (ii)	76 97	-	-	76 97	76 97	0	-	76 97	-	0
Total (i+ii)	291 84	-	4 21	287 63	263 07	1 46	4 14	260 39	27 24	28 77
Previous year	333 35	-	41 51	291 84	296 53	2 61	36 07	263 07	28 77	36 82

^ Other than internally generated.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025**2 Investments - Non-Current**

(₹ in Lakh)

	As at 31st March, 2025		As at 31st March, 2024	
	Units	Amount	Units	Amount
Investments measured at Cost (Accounted using Equity Method)				
In Equity Shares of Associate Company-				
Unquoted, fully paid up				
Reliance Europe Limited of GBP 1 each	11,08,500	47 79	11,08,500	45 65
Total Investments measured at Cost (A)		<u>47 79</u>		<u>45 65</u>
Investments measured at Fair Value through				
Other Comprehensive Income (FVTOCI)				
In Equity Shares of Entity Exercising Significant Influence -				
Quoted, fully paid up				
Reliance Industries Limited of ₹ 10/- each (Refer note 2.2)	7,33,866	93 57	3,66,933	109 04
In Equity Shares of Other Companies -				
Quoted, fully paid up				
Jio Financial Services Limited of ₹ 10/- each	3,66,933	8 35	3,66,933	12 98
In Mutual Fund - Quoted				
Nippon India ETF Nifty SDL - 2026 Maturity	85,00,000	109 79	85,00,000	101 83
Total Investments measured at FVTOCI (B)		<u>211 71</u>		<u>223 85</u>
Total Investments - Non-Current (A+B)		<u>259 50</u>		<u>269 50</u>
Aggregate amount of Quoted Investments		211 71		223 85
Market Value of Quoted Investments		211 71		223 85
Aggregate amount of Unquoted Investments		47 79		45 65

2.1 Category-wise investment - Non-Current

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
Financial Assets measured at Cost	47 79	45 65
Financial Assets measured at Fair Value through Other Comprehensive Income (FVTOCI)	211 71	223 85
Total Investments - Non-Current	<u>259 50</u>	<u>269 50</u>

2.2 During the year, the Group received one bonus share in Reliance Industries Limited for each share held.

3 Other Financial Assets - Non-Current

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
In Fixed Deposits		
Fixed Deposits with Banks	97	97
Others		
Interest Accrued on Fixed Deposits with Banks	7	0
Total	<u>1 04</u>	<u>97</u>

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

4 Other Non-Current Assets (Unsecured and Considered Good)	(₹ in Lakh)	
	As at 31st March, 2025	As at 31st March, 2024
Advance Income Tax (Net of Provision)	5 93	3 50
Deposits	1 17	2 21
Total	7 10	5 71

4.1 Advance Income Tax (Net of Provision)	(₹ in Lakh)	
	As at 31st March, 2025	As at 31st March, 2024
At start of year	3 50	2 36
Charge for the year - Current Tax	(1 50)	(2 26)
Provision for Income Tax of earlier years	-	(66)
Tax paid (Net) during the year	3 93	4 06
At end of year	5 93	3 50

5 Inventories	(₹ in Lakh)	
	As at 31st March, 2025	As at 31st March, 2024
Stores and Spares	15	24
Total	15	24

6 Investments - Current	(₹ in Lakh)			
	As at 31st March, 2025		As at 31st March, 2024	
	Units	Amount	Units	Amount
Investments measured at Fair Value Through Profit or Loss (FVTPL)				
In Mutual Funds - Unquoted				
Aditya Birla Sun Life Money Manager Fund-Growth-Direct Plan	12,84,121	47 22	-	-
Aditya Birla Sun Life Liquid Fund-Growth-Regular Plan	-	-	7,47,657	28 83
Aditya Birla Sun Life Liquid Fund-Growth-Direct Plan	-	-	5,46,615	21 30
Aditya Birla Sun Life Corporate Bond Fund-Growth-Direct Plan	1,18,554	1 33	1,18,554	1 23
Total Investments - Current		48 55		51 36
Aggregate amount of Quoted Investments		-		-
Market Value of Quoted Investments		-		-
Aggregate amount of Unquoted Investments		48 55		51 36

6.1 Category-wise Investment - Current	(₹ in Lakh)	
	As at 31st March, 2025	As at 31st March, 2024
Financial assets measured at Fair Value through Profit or Loss (FVTPL)	48 55	51 36
Total Current Investments	48 55	51 36

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

7 Trade Receivables

(₹ in Lakh)

(Unsecured and Considered Good)

	As at 31st March, 2025	As at 31st March, 2024
Trade Receivables	5 79	3 29
Total	5 79	3 29

7.1 Trade Receivables Ageing Schedule:

As at 31st March, 2025

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment *						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	4 30	1 49	-	-	-	-	5 79
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	4 30	1 49	-	-	-	-	5 79

* Net of provisions.

As at 31st March, 2024

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment *						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	2 83	46	0	-	-	-	3 29
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	2 83	46	0	-	-	-	3 29

* Net of Provisions.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

8 Cash and Cash Equivalents

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
Balances with Banks:		
In Current Accounts [#]	1 38	1 05
Cash and Cash Equivalent as per Balance Sheet	1 38	1 05
Cash and Cash Equivalent as per Cash Flow Statement	1 38	1 05

[#]Includes Unclaimed Dividend of ₹ 55 Lakh (Previous year ₹ 60 Lakh).

9 Other Financial Assets- Current

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
In Fixed Deposits		
Fixed Deposits with Banks *	170 38	159 27
Others		
Interest Accrued on Fixed Deposits with Banks	8 44	7 68
Total	178 82	166 95

* Includes Fixed Deposits given as collateral security for ₹ 59 00 Lakh (Previous Year Nil).

10 Other Current Assets

(₹ in Lakh)

(Unsecured and Considered Good)	As at 31st March, 2025	As at 31st March, 2024
Balance with GST and State Authorities	5 81	3 92
Others *	1 76	1 89
Total	7 57	5 81

* Includes Advance to Vendors.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

11 Share Capital

(₹ in Lakh)

	As at 31st March, 2025		As at 31st March, 2024	
	Units	Amount	Units	Amount
Authorised Share Capital				
Equity Shares of ₹ 10 each	20,00,00,000	200 00	20,00,00,000	200 00
Total		<u>200 00</u>		<u>200 00</u>
Issued, Subscribed and Paid-Up				
Equity Shares of ₹ 10 each fully paid-up	1,51,00,000	15 10	1,51,00,000	15 10
Total		<u>15 10</u>		<u>15 10</u>

11.1 The details of Shareholders holding more than 5% shares:

Name of the Shareholders	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	% held	No. of Shares	% held
Reliance Industries Limited	68,60,064	45.43	68,60,064	45.43

11.2 Shareholding of Promoters:

Sr. No.	Class of Equity Share	Promoter's Name	No. of shares at the beginning of the year	change during the year	No. of shares at the end of the year	% of total shares	% change during the year
As at 31st March, 2025							
1	Fully paid-up equity shares of ₹ 10 each	Reliance Industries Limited	68,60,064	-	68,60,064	45.43	-
As at 31st March, 2024							
1	Fully paid-up equity shares of ₹ 10 each	Reliance Industries Limited	68,60,064	-	68,60,064	45.43	-

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

Particulars	As at 31st March, 2025	As at 31st March, 2024
	No. of Shares	No. of Shares
Equity Shares outstanding at the beginning of the year	1,51,00,000	1,51,00,000
Add: Equity Shares issued during the year	-	-
Equity Shares outstanding at the end of the year	<u>1,51,00,000</u>	<u>1,51,00,000</u>

11.4 Rights, preferences and restrictions attached to shares:

The Company has only one class of equity shares having face value of ₹ 10 each. The holder of the equity shares is entitled to dividend right and voting right in the same proportion as the capital paid-up on such equity share bears to the total paid up equity share capital of the Company. The Dividend proposed by Board of Directors is subject to approval of the members in the ensuing Annual General Meeting. 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 the same proportion as the capital paid-up on the equity shares held by them bears to the total paid-up equity share capital of the Company.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

12 Other Equity

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
Capital Reserve		
As per Last Balance Sheet	29 53	29 53
Securities Premium		
As per Last Balance Sheet	9 60	9 60
General Reserve		
As per Last Balance Sheet	211 00	208 00
Add: Transferred from Retained Earnings	3 00	3 00
	<u>214 00</u>	<u>211 00</u>
Retained Earnings		
As per Last Balance Sheet	95 94	90 90
Add: Profit for the Year	11 97	13 32
	<u>107 91</u>	<u>104 22</u>
Less: Appropriations		
Dividend paid on Equity Shares	5 28	5 28
[Dividend per Share ₹ 3.50 (Previous year ₹ 3.50)]		
Transferred to General Reserve	3 00	3 00
	<u>8 28</u>	<u>8 28</u>
	<u>99 63</u>	<u>95 94</u>
Other Comprehensive Income (OCI)		
As per Last Balance Sheet	110 18	78 03
Add: Movement in OCI (Net) during the year	(16 30)	32 15
	<u>93 88</u>	<u>110 18</u>
Total	<u>446 64</u>	<u>456 25</u>

13 Deferred Tax Liabilities (Net)

The movement on the deferred tax account is as follows:

(₹ in Lakh)

Particulars	As at 31st March, 2025	As at 31st March, 2024
At the Start of the year	19 04	12 29
Charge/ (credit) to Statement of Profit and Loss (Refer note 22)	15	2 72
Charge to Other Comprehensive Income	(2 56)	4 03
At the end of year	<u>16 63</u>	<u>19 04</u>

13.1 Component of Deferred tax liabilities / (asset)

(₹ in Lakh)

Particulars	As at 1st April, 2024	Charge / (credit) to Statement of Profit & Loss	Other Comprehensive Income	As at 31st March, 2025
Deferred Tax liabilities/ (asset) in relation to :				
Property, Plant and Equipment & Intangible Assets	4 84	(1)	-	4 83
Financial assets	15 85	4	(2 51)	13 38
Provisions & Other Disallowances and benefits under Income Tax Act, 1961	(1 65)	12	(5)	(1 58)
Total	<u>19 04</u>	<u>15</u>	<u>(2 56)</u>	<u>16 63</u>

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025**14 Trade Payables Due to**

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
Micro and Small Enterprises	28	86
Other than Micro and Small Enterprises	52 08	35 22
Total	52 36	36 08

14.1 There are no overdue amounts payable to Micro and Small Enterprises as at 31st March, 2025.

14.2 Trade Payables Ageing Schedule:**As at 31st March, 2025**

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	28	-	-	-	-	28
Others	45 31	2 16	1 03	5	3 53	52 08
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-	-
Total	45 59	2 16	1 03	5	3 53	52 36

As at 31st March, 2024

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	86	-	-	-	-	86
Others	29 97	1 61	12	2	3 50	35 22
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-	-
Total	30 83	1 61	12	2	3 50	36 08

15 Other Financial Liabilities - Current

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
Unclaimed Dividend #	55	60
Security Deposits from customers	3	3
Total	58	63

These figures do not include any amounts due and outstanding, to be credited to Investor Education and Protection Fund except ₹ 1 Lakh (Previous Year ₹ 1 Lakh) which is held in abeyance due to pending legal cases.

16 Other Current Liabilities

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
Other Payables *	5 09	5 32
Total	5 09	5 32

* Includes Statutory dues.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

17 Provisions - Current

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
Provision for Employee Benefits (Refer note 20.1) ^	74	1 23
Total	74	1 23

^ The Provision for Employee benefit includes annual leave and vested long service leave entitlement accrued.

18 Revenue From Operations

(₹ in Lakh)

	2024-25	2023-24
Disaggregated Revenue		
Value of Services		
Product Transportation Services	33 17	33 50
Infrastructure Support Services	15 82	24 53
Other operating Income	50	5
Total ^^	49 49	58 08

^^ Net of GST

19 Other Income

(₹ in Lakh)

	2024-25	2023-24
Interest Income		
On Debt instruments	7 21	6 59
On Bank Deposits	13 26	11 72
Others	12	-
	20 59	18 31
Dividend Income	37	33
Gain on Financial Assets (Net)		
Realised Gain	8 94	-
Unrealised Gain	(5 30)	3 37
	3 64	3 37
Other Non Operating Income ^	24	2 60
Total	24 84	24 61

^ Includes income from Sale / discard of assets ₹ 22 Lakh (Previous Year ₹ 76 Lakh).

^ Includes income from Sale / discard of assets ₹ 22 Lakh (Previous Year ₹ 76 Lakh).

19.1 Above includes income from assets measured at Fair Value Through Profit or Loss ₹ 364 Lakh (Previous Year ₹ 337 Lakh) and income from assets measured at Fair Value Through Other Comprehensive Income ₹ 758 Lakh (Previous Year ₹ 692 Lakh).

20 Employee Benefit Expense

(₹ in Lakh)

	2024-25	2023-24
Salaries and Wages	9 34	15 65
Contribution to Provident Fund and Other Funds	57	84
Staff Welfare Expenses	26	26
Total	10 17	16 75

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

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)

<u>Particulars</u>	<u>2024-25</u>	<u>2023-24</u>
Employer's Contribution to Provident Fund	30	51
Employer's Contribution to Superannuation Fund	2	4
Employer's Contribution to Pension Scheme	6	8

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)

<u>Particulars</u>	<u>Gratuity (Funded)</u>	
	<u>2024-25</u>	<u>2023-24</u>
Defined Benefit Obligation at beginning of the year	5 78	5 24
Current Service Cost	16	13
Interest Cost	42	40
Actuarial (Gain)/ Loss	(16)	49
Benefits Paid by the company	(20)	(48)
Liability Transferred In/(Out) (Net)	(2 52)	-
Defined Benefit Obligation at year end	3 48	5 78

II. Reconciliation of Opening and Closing Balances of Fair Value of Plan Assets

(₹ in Lakh)

<u>Particulars</u>	<u>Gratuity (Funded)</u>	
	<u>2024-25</u>	<u>2023-24</u>
Fair Value of Plan Assets at beginning of the year	6 05	5 64
Expected Return on Plan Assets	46	41
Assets Transferred In /(Out) (Net)	(2 52)	-
Fair Value of Plan Assets at year end	3 99	6 05

III. Reconciliation of Fair Value of Assets and Obligations

(₹ in Lakh)

<u>Particulars</u>	<u>Gratuity (Funded)</u>	
	<u>2024-25</u>	<u>2023-24</u>
Fair Value of Plan Assets	3 99	6 05
Present Value of Obligation	3 48	5 78
Amount recognised in Balance Sheet [Surplus / (Deficit)]	51	27

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

IV. Expenses recognised during the year

(₹ in Lakh)

Particulars	Gratuity (Funded)	
	2024-25	2023-24
In Income Statement		
Current Service Cost	16	13
Interest Cost on Benefit Obligation	42	40
Expected Return on Plan Assets	(44)	(43)
Net Cost	14	10
In Other Comprehensive Income		
Actuarial (Gain)/ Loss	(16)	49
Return on Plan Assets	(2)	1
Net (Income)/ Expense for the period recognised in OCI	(18)	50

V. Investment Details

	As at 31st March, 2025		As at 31st March, 2024	
	₹ in Lakh	% Invested	₹ in Lakh	% Invested
Insurance Policies	3 99	100	6 05	100

VI. Actuarial Assumptions

Mortality Table (IALM)	Gratuity (Funded)	
	2024-25	2023-24
	2012-14	2012-14
	(Urban)	(Urban)
Discount Rate (per annum)	6.90%	7.23%
Expected Rate of Return on Assets (per annum)	6.90%	7.23%
Rate of Escalation in Salary (per annum)	6.00%	6.00%
Rate of Employee Turnover	5.00%	7.00%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotions, past experience 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 2024-25.

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	As at 31st March, 2025		As at 31st March, 2024	
	Decrease	Increase	Decrease	Increase
Change in Rate of Discounting (Delta Effect of +/- 0.5%)	4	(4)	9	(9)
Change in Rate of Salary Increase (Delta Effect of +/- 0.5%)	(4)	4	(9)	9
Change in Rate of Employee Turnover (Delta Effect of +/- 0.5%)	(0)	0	(0)	0

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

These plans typically expose the Group to actuarial risks such as: Investment Risk, Interest 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 fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

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)

	<u>2024-25</u>	<u>2023-24</u>
Stores and Packing Materials	75	81
Repairs and Maintenance	4 63	10 84
Operating Expenses	10 62	18 87
Electricity Expenses	36	30
Rent	3 63	3 25
Rates and Taxes	14	32
Insurance	1 28	1 39
Professional Fees	28 11	10 19
Travelling and Conveyances	21	20
Charity and Donation	30	25
General Expenses	84	73
Payment to Auditors (Refer Note 21.1)	35	33
Total	<u><u>51 22</u></u>	<u><u>47 48</u></u>

21.1 Payment to Auditors as

(₹ in Lakh)

	<u>2024-25</u>	<u>2023-24</u>
(a) Statutory Audit Fees	27	26
(b) Tax Audit Fees	7	6
(c) Certification Fees	1	1
Total	<u><u>35</u></u>	<u><u>33</u></u>

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 ₹ 26 Lakh (Previous Year ₹ 22 Lakh).
- (b) Expenditure related to Corporate Social Responsibility is ₹ 30 Lakh (Previous Year ₹ 25 Lakh).

Details of amount spent towards CSR given below:

(₹ in Lakh)

Particulars	<u>2024-25</u>	<u>2023-24</u>
Promoting Health Care, including Preventive Health Care	30	25
Total	<u><u>30</u></u>	<u><u>25</u></u>

- (c) Total ₹ 30 Lakh (Previous Year ₹ 25 Lakh) is spent through Reliance Foundation, the implementing agency.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

22 Taxation

(₹ in Lakh)

	Year ended 31st March, 2025	Year ended 31st March, 2024
Tax expenses recognised in the statement of Profit and Loss		
Current Tax	1 50	2 26
Deferred Tax	15	2 72
Provision for Income Tax of earlier years	-	66
Tax expenses recognised in the current year	1 65	5 64

Tax expenses for the year can be reconciled to the accounting profit as follows:

(₹ in Lakh)

	Year ended 31st March, 2025	Year ended 31st March, 2024
Profit before tax	11 48	15 85
Applicable Tax Rate	25.168%	25.168%
Computed Tax Expense	2 89	3 99
Tax Effect of :		
Carried forward losses utilised	(88)	-
Expenses disallowed / (allowed)	(51)	(1 73)
Current Tax Provision (A)	1 50	2 26
Incremental Deferred tax Liability / (Asset) on account of :		
(i) Property, Plant and Equipment and Intangible Assets	(1)	(8)
(ii) Financial Assets and Other Items	16	2 80
Deferred Tax Provision (B)	15	2 72
Tax expenses recognised in Statement of Profit and Loss (A+B)	1 65	4 98
Effective Tax Rate	14.38%	31.39%

23 Earnings Per Share (EPS)

	2024-25	2023-24
i) Face Value per Equity Share (₹)	10	10
ii) Basic and Diluted Earnings per Share (₹)	7.93	8.82
iii) Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakh)	11 97	13 32
iv) Weighted Average number of Equity Shares used as denominator for calculating EPS	1,51,00,000	1,51,00,000

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

24 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 with whom transactions have taken place and relationships:

Sr. No.	Name of the Related Party	Relationship
1	Reliance Industries Limited	Entity Exercising Significant Influence (Promoter)
2	Reliance Europe Limited	Associate
3	Reliance Projects & Property Management Services Limited	Subsidiary of Promoter
4	Reliance Sibur Elastomers Private Limited	Subsidiary of Promoter
5	Reliance Retail Limited	Subsidiary of Promoter
6	Jamnagar Utilities And Power Private Limited	Associate of Promoter
7	Reliance Jio Infocomm Limited	Subsidiary of Promoter
8	Reliance Ethane Pipeline Limited	Subsidiary of Promoter
9	Reliance Bio Energy Limited	Subsidiary of Promoter
10	Reliance Corporate IT Park Limited	Subsidiary of Promoter
11	Shri Dilip V. Dherai	Key Managerial Personnel
12	Shri Amitkumar Mundhe	Key Managerial Personnel
13	Smt.Sindhu Menon	Key Managerial Personnel (Chief Financial Officer till July 18, 2024)
14	Shri Praveen Baser	Key Managerial Personnel (Chief Financial Officer w.e.f. July 19, 2024)

ii) Transactions during the year with related parties:

(₹ in Lakh)

Sr. No.	Nature of Transactions (Excluding Reimbursements)	Entity Exercising Significant Influence (Promoter)	Associate	Key Managerial Personnel	Subsidiary / Associate of Promoter	Total
1	Revenue from Operations	48 88	-	-	50	49 38
		57 43	-	-	26	57 69
2	Dividend Income	37	-	-	-	37
		33	-	-	-	33
3	Rental Charges	0	-	-	-	0
		1	-	-	-	1
4	Professional Fees (Other Support Services)	57	-	-	35	92
		7	-	-	66	73
5	Purchase of Consumables	-	-	-	0	0
		-	-	-	3	3
6	Telephone Expenses - Mobile	-	-	-	5	5
		-	-	-	6	6
7	Payment to Key Managerial Personnel	-	-	2 62	-	2 62
		-	-	2 46	-	2 46

Note: Figures in italic represents Previous Year's amounts.

iii) Balances as at 31st March, 2025

(₹ in Lakh)

Sr. No.	Nature of Balances	Entity Exercising Significant Influence (Promoter)	Associate	Key Managerial Personnel	Subsidiary / Associate of Promoter	Total
1	Investments	3 30	3 93	-	-	7 23
		3 30	3 93	-	-	7 23
2	Trade receivables	5 76	-	-	-	5 76
		6 51	-	-	6	6 57
3	Trade Payables	0	-	-	0	0
		-	-	-	1	1

Note: Figures in italic represents Previous Year's amounts.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

iv) Disclosure in Respect of Related Party Transactions during the year: (₹ in Lakh)

Sr. No.	Particulars	Relationship	2024-25	2023-24
1	Revenue from Operations			
	Reliance Industries Limited	Entity Exercising Significant Influence (Promoter)	48 88	57 43
	Reliance Sibur Elastomers Private Limited	Subsidiary of Promoter	-	13
	Jamnagar Utilities And Power Private Limited	Associate of Promoter	-	8
	Reliance Bio Energy Limited	Subsidiary of Promoter	50	5
2	Dividend Income			
	Reliance Industries Limited	Entity Exercising Significant Influence (Promoter)	37	33
3	Rental Charges			
	Reliance Industries Limited	Entity Exercising Significant Influence (Promoter)	0	1
4	Professional Fees (Other Support Services)			
	Reliance Industries Limited	Entity Exercising Significant Influence (Promoter)	57	7
	Reliance Projects & Property Management Services Limited	Subsidiary of Promoter	17	66
	Reliance Corporate IT Park Limited	Subsidiary of Promoter	18	-
5	Purchase of Consumables			
	Reliance Retail Limited	Subsidiary of Promoter	0	0
	Reliance Ethane Pipeline Limited	Subsidiary of Promoter	-	3
6	Telephone Expenses - Mobile			
	Reliance Jio Infocomm Limited	Subsidiary of Promoter	5	6
7	Payment to Key Managerial Personnel			
	Shri Dilip V. Dherai	Key Managerial Personnel	1 44	1 41
	Shri Amitkumar Mundhe	Key Managerial Personnel	75	64
	Smt.Sindhu Menon	Key Managerial Personnel	13	41
	Shri Praveen Baser	Key Managerial Personnel	30	-

v) Balances as at 31st March, 2025 (₹ in Lakh)

Sr. No.	Particulars	Relationship	As at 31st March, 2025	As at 31st March, 2024
1	Investments			
	Reliance Industries Limited	Entity Exercising Significant Influence (Promoter)	3 30	3 30
	Reliance Europe Limited	Associate	3 93	3 93
2	Trade Receivables			
	Reliance Industries Limited	Entity Exercising Significant Influence (Promoter)	5 76	6 51
	Reliance Bio Energy Limited	Subsidiary of Promoter	-	6
3	Trade Payables			
	Reliance Industries Limited	Entity Exercising Significant Influence (Promoter)	0	-
	Reliance Jio Infocomm Limited	Subsidiary of Promoter	0	1

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

24.1 Compensation of Key Managerial Personnel

The remuneration of director and other members of Key Managerial Personnel during the year was as follows:

		(₹ in Lakh)
	2024-25	2023-24
i) Short term benefits	2 50	2 33
ii) Post employment benefits	12	13
iii) Other long term benefits	-	-
iv) Share based Payments	-	-
v) Termination Benefits	-	-
Total	2 62	2 46

25 Contingent Liabilities and Commitments

(i) Contingent Liabilities

Claims against the Company / disputed liabilities not acknowledged as debts*

(₹ in Lakh)

	As at 31st March, 2025	As at 31st March, 2024
In respect of Others	2	2

* The Company has been advised that the demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

- (ii) The Income -Tax Assessments of the Company have been completed up to Assessment Year 2020-21. The total demand upto Assessment Year 2020-21 is ₹ 2 Lakh as on date. Based on the decisions of the Appellate authorities in its own case and the interpretations of other relevant provisions of the Income tax Act, 1961, the demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

- (iii) The Group has no contracts remaining to be executed on capital account.

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 makes adjustment in light of changes in business condition. The overall strategy remains unchanged as compare to last year.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

27 Financial Instruments

A. Fair Valuation Measurement Hierarchy

(₹ in Lakh)

Particulars	As at 31st March, 2025				As at 31st March, 2024			
	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
Financial Assets								
At Amortised Cost *								
Trade Receivables	5 79	-	-	-	3 29	-	-	-
Cash and Bank Balances	1 38	-	-	-	1 05	-	-	-
Other Financial Assets	179 86	-	-	-	167 92	-	-	-
At FVTPL								
Investments	48 55	48 55	-	-	51 36	51 36	-	-
At FVTOCI								
Investments	211 71	211 71	-	-	223 85	223 85	-	-
Financial Liabilities								
At Amortised Cost								
Trade Payables	52 36	-	-	-	36 08	-	-	-
Other Financial Liabilities	58	-	-	-	63	-	-	-

* Excludes investment in associate of ₹ 47 79 Lakh (Previous Year ₹ 45 65 Lakh), refer note 2.1.

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

The Company's activities expose it to liquidity risk and credit risk. This note explains the sources of risks which the entity is exposed to and how it mitigates that risk.

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 will fail 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.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. The Group is not exposed to interest rate risk, currency risk and commodity price risk.

28 The Audited Financial Statements of Foreign Associate have been prepared in accordance with the International Financial Reporting Standards.

29 The Company is mainly engaged in 'Infrastructure and Support Services Activities' 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 ₹ 48 88 Lakh (Previous Year ₹ 57 43 Lakh) arose from Sale of Services to Reliance Industries Limited (Entity exercising significant influence, the largest customer). No other single customer contributed 10% or more to the Company's revenue for both FY 2024-25 and FY 2023-24.

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 are given under respective heads.

iii) Guarantees given and Securities provided by the Company in respect of loan Nil (Previous Year Nil)

31 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	United Kingdom	50.00%

32 Additional Information, as required under Schedule III to the Companies Act, 2013, of Enterprises Consolidated as Subsidiary / 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 and Loss	Amount (₹ in Lakh)	As % of consolidated Other Comprehensive Income	Amount (₹ in Lakh)	As % of consolidated total Comprehensive Income	Amount (₹ in Lakh)
Parent								
Reliance Industrial Infrastructure Limited	89.65%	413 95	82.12%	9 83	100.00%	(16 30)	149.38%	(6 47)
Associates (Investments as per the Equity Method)								
Indian - Nil	-	-	-	-	-	-	-	-
Foreign - Reliance Europe Limited	10.35%	47 79	17.88%	2 14	-	-	(49.38%)	2 14

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

33 Other Statutory Information:

- (i) There are no balances outstanding with struck off companies as per Section 248 of the Companies Act, 2013.
- (ii) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (iii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

34 Approval of Financial Statements

The Financial Statements were approved for issue by the Board of Directors at its meeting held on April 16, 2025.

35 Events After the Reporting Period

The Board of Directors have recommended dividend of ₹ 3.50 per equity share of ₹ 10/- each on the Paid-up Capital of ₹ 15 10 Lakh for the year ended March 31, 2025, subject to approval by the members at the ensuing Annual General Meeting of the Company.

- 36 The figures for the corresponding previous year have been regrouped/ reclassified wherever necessary, to make them comparable.

ANNEXURE 'A'**Salient Features of Financial Statement of Subsidiaries/ Associates/ Joint Ventures as per the 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 Associates and Joint Ventures

Name of the Associates and Joint Ventures	Latest Audited Balance Sheet Date	Date on which the Associate or Joint Venture was associated or acquired	Share of Associate/Joint Venture held by the company on the year end			Network 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 / Joint Ventures (₹ in Lakh)	Extent of Holding %		Considered in Consolidation (₹ In Lakh)	Not Considered in Consolidation		
Associate:										
Reliance Europe Limited	31.12.2024	10.06.1993	11,08,500	3.93	50%	82.21	2.14	-	Note A	-
Joint Venture : None										

Note A: There is significant influence due to percentage(%) of Voting Power

The above statement also indicates Performance and Financial position of the associate.

Name of the Associate or Joint Venture which is yet to commence operations – Nil**Name of the Associate or Joint Venture which have ceased to be Associate or Joint Venture / liquidated / sold / merged during the year – Nil**

As per our Report of even date

For Chaturvedi & Shah LLP
Chartered Accountants
Firm Registration No.: 101720W/ W100355

Gaurav Jain
Partner
Membership No: 129439

Date: April 16, 2025

For and on behalf of the board

Mahesh K. Kamdar
Chairman
DIN: 00013915

Riddhi Bhimani
Director
DIN: 10072936

Vipin Chandra Sati
Executive Director
DIN: 10968198

Sanjiv Singh
Director
DIN: 05280701

Rahul Dutt
Director
DIN: 08872616

Amitkumar Mundhe
Company Secretary

Achuthan Siddharth
Director
DIN: 00016278

Praveen Baser
Chief Financial Officer



**Members'
Feedback Form
2024-25**

CIN: L60300MH1988PLC049019

Registered Office: NKM International House, 5th Floor, 178 Backbay Reclamation,
Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai - 400020
Website: www.riil.in; e-mail: investor_relations@riil.in; Tel.: +91 22 79679053

Name :e-mail id :

Address :

DP ID :Client ID :

Folio No. :Mobile No. :
(in case of physical holding)

No. of equity shares held :

Signature of Member

Excellent Very Good Good Satisfactory Unsatisfactory

Annual Report

Business Responsibility & Sustainability
Report (available on website)

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Views / Suggestions, if any, for improvement:

Members are requested to send this feedback form to the address given overleaf.



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Company Secretary and Compliance Officer
Reliance Industrial Infrastructure Limited
C/o. KFin Technologies Limited
Selenium Tower B, Plot 31 & 32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad – 500 032

Fold

