

SEVENTEENTH ANNUAL REPORT
2004-2005



Reliance
Industrial Infrastructure Limited

Contents

2	Company Information
3	Notice for the 17th Annual General Meeting
6	Directors' Report
8	Auditors' Certificate on Compliance with Corporate Governance
8	Report on Corporate Governance
14	Auditors' Report
16	Balance Sheet
17	Profit and Loss Account
18	Schedules including Notes on Accounts (Annexed to Balance Sheet and Profit and Loss Account)
31	Cash Flow Statement
32	Shareholders' Referencer
41	List of Investor Service Centres of Karvy (Annexure 1)
42	ECS Mandate Form (Annexure 2)
43	Nomination Form (Annexure 3)
45	Claim Form for Unpaid Dividend (Annexure 4)
47	Attendance Slip and Proxy Form

Company Information

Board of Directors (As on 16th August, 2005)

Satyapal Jain *Chairman*

Sandeep H. Junnarkar

Bharat C. Gosalia

S. C. Malhotra

Mahesh K. Kamdar *Executive Director - Commercial*

Dilip V. Dherai *Executive Director - Projects*

Company Secretary

N. Shanker

Audit Committee

Satyapal Jain *Chairman*

Sandeep H. Junnarkar

Bharat C. Gosalia

S. C. Malhotra

Shareholders' / Investors' Grievance Committee

Satyapal Jain *Chairman*

Sandeep H. Junnarkar

Bharat C. Gosalia

Remuneration Committee

Satyapal Jain *Chairman*

Sandeep H. Junnarkar

Bharat C. Gosalia

S. C. Malhotra

Auditors

Chaturvedi & Shah

Solicitors & Advocates

Kanga & Company

Bankers

HDFC Bank Limited

ICICI Bank Limited

IDBI Bank Limited

Syndicate Bank

Registered Office

5th Floor, NKM International House,
178, Backbay Reclamation,
Babubhai Chinai Road,
Mumbai - 400 020.

Phone : 022 - 3041 1871

Fax : 022 - 3041 1074

Share Transfer Agent

Karvy Computershare Private Limited

- Karvy House, 46, Avenue 4, Street No.1,
Banjara Hills, Hyderabad - 500 034.

Phone : 040 - 2332 0666/ 0711/ 3031/ 3037

Fax : 040-2332 3058

Website: <http://www.karvy.com>

E-Mail : riilnkm@karvy.com

- Tulsiani Chambers,
10th Floor, Nariman Point,
Mumbai - 400 021.

Phone : 022 - 2283 3333 / 2284 7600

Fax : 022 - 2282 5731

Notice for the 17th Annual General Meeting

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of Reliance Industrial Infrastructure Limited will be held on **Friday, the 16th September, 2005 at 3.30 p.m. at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai - 400 020**, to transact the following **ordinary** business :

1. To consider and adopt the audited Balance Sheet as at 31st March 2005, the Profit and Loss Account of the Company for the financial year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Shri Bharat C. Gosalia, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri S. C Malhotra, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. Chaturvedi & Shah, *Chartered Accountants*, the retiring Auditors of the Company, as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

By Order of the Board

N. Shanker
Company Secretary

Mumbai,

Dated : 16th August, 2005

Registered Office :

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

Notes :

1. A Member entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The Instrument appointing Proxy in order to be effective should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2. Members are requested to bring their copy of the Annual Report to the Meeting.
3. Members / Proxies should fill in the Attendance Slip for attending the Meeting.
4. 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.
5. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio numbers in the attendance slip for attending the Meeting.
6. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.

7. Dividend :

- (a) The Company has already notified closure of Register of Members and Share Transfer Books of the Company **from Thursday, 8th September, 2005 to Thursday, 15th September, 2005** (both days inclusive) for determining the names of the Members eligible for dividend on equity shares, if declared at the Meeting.
- (b) Dividend, as recommended by the Board, if declared at the Annual General Meeting, will be paid on or after 16th September, 2005 to those Members whose names appear on the Company's Register of Members as on Wednesday, 7th September, 2005, after giving effect to all valid share transfer(s) received by the Company till that date. In respect of shares held in dematerialised form, the dividend shall be paid on the basis of beneficial ownership as per details furnished by the Depositories as at the end of business hours of Wednesday, 7th September 2005.
- (c) Members are requested to note that the dividend warrants would be payable **at par** at the **designated branches** of the Bank printed on the reverse of the dividend warrant within the initial validity period of 3 months. Members are advised to encash the dividend warrants within the initial validity period.
- (d) In order to provide protection against fraudulent encashment of the warrants, members holding shares in physical form, are requested to intimate, under the signature of the sole / first

holder, to the Share Transfer Agent - Karvy Computershare Private Limited, the following information for printing of the dividend warrants :-

i. Name of sole / first holder and folio number.

ii. Particulars of Bank Account, viz.:

(a) Name of the Bank

(b) Name of the Branch

(c) Complete address of the Bank with Pin Code number

(d) Account type, whether Savings or Current Account

(e) Bank Account number allotted by the Bank.

(e) Members holding shares in physical form may use/ fill-up the ECS Mandate Form as provided in the Annual Report and send the same duly filled in to Company/ Share Transfer Agent - Karvy Computershare Private Limited, thereby authorising the Company to make the payment of Dividend directly to the desired Bank Account.

(f) Instructions, if any, given by a Member in respect of shares held in physical form will not be automatically applicable to shares held in dematerialised form or vice versa.

8. The Company has already transferred all unclaimed dividends declared upto the financial year ended 31st March, 1994 to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978. Members who have so far not claimed or collected their dividends upto the aforesaid financial year are requested to claim their dividend, in the prescribed Form, from:-

**The Registrar of Companies, Maharashtra
CGO Complex, 2nd Floor,
"A" Wing, CBD-Belapur,
Navi Mumbai - 400 614
Telephone (091)(022) 2757 6802.**

Investors may use/ fill-up the prescribed Form provided in the Annual Report.

9. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unclaimed dividend for the financial years 1994-1995 to 1996-1997 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Dividend for the financial years 1997-1998 and thereafter, which remain unclaimed for a period of 7 years will be transferred by the Company to IEPF. Information

in respect of such unclaimed dividend and the last date for claiming the same are provided in the Shareholders' Referencer, forming part of the Annual Report.

10. Members who have not so far encashed the dividend warrant(s) (for the financial year ended on 31st March, 1998 and thereafter) are requested to seek the issue of duplicate warrant(s) by writing to the Share Transfer Agent - Karvy Computershare Private Limited. **Members are requested to note that no claim shall lie against the said Fund or the Company in respect of any amount which was unclaimed and unpaid for a period of seven years from the date that it first became due for payment and no payment shall be made in respect of any such claim.**

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

12. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the Annual General Meeting.

13. Members are requested to **consolidate their holdings** if the shares are registered in the same name or in the same order of names but in several Folios.

14. Queries on the Annual Report and Operations of the Company, if any, may please be sent to the Company seven days prior to the date of the Meeting so that the answers may be made available at the Meeting.

15. **Re-appointment of Directors :**

In terms of the Articles of Association of the Company Shri Bharat C. Gosalia and Shri S. C. Malhotra retire by rotation, and being eligible, offer themselves for re-appointment. Brief resume of Shri Bharat C. Gosalia and Shri S. C. Malhotra are provided hereunder :-

Shri Bharat C. Gosalia, age 67 years, graduated in Civil Engineering from Vallabh Vidhyapith and did his Masters (M.S.) in Structural Engineering, from Ohio University, United States of America. He joined the Board of Directors of Reliance Industrial Infrastructure Limited in March, 1997 and was appointed as a Whole-time Director designated as "Executive Director and President" in June 1997. He was re-appointed in the same capacity by the shareholders with effect from 01.07.2002. He has expertise in engineering and management of company affairs and has 43 years of experience at the top management level, substantial part of which being at the helm of affairs. His term of Office as Whole-time Director of the Company expired on 30th June, 2005, however he continues on the Board of Directors of the Company as a Director liable to retire by rotation. He is also a Member of the Audit Committee, Remuneration Committee and Shareholders' /Investors' Grievance Committee of the Company.

Shri S. C. Malhotra, age 64 years, graduated in Mechanical Engineering from Banaras Hindu University. Shri S. C. Malhotra has more than 43 years experience in execution of projects related to chemical / petrochemical and petroleum industries. He is a Director of the Company since

16th December, 1989. He was appointed as a Whole-time Director designated as "Executive Director-Technical" of the Company in July, 1993. He ceased to be Whole-time Director in June, 1997. Since then Shri S. C. Malhotra continues on the Board of Directors of the Company as a Director liable to retire by rotation. He is a Member of the Audit Committee and the Remuneration Committee of the Company. He is also on the Board of Reliance Ports and Terminals Limited.

- 16. Members are advised to refer to the Shareholders' Referencer provided in the Annual Report.**

By Order of the Board

N. Shanker
Company Secretary

Mumbai,
Dated : 16th August, 2005

Registered Office :
5th Floor, NKM International House,
178, Backbay Reclamation,
Babubhai Chinai Road,
Mumbai - 400 020

Directors' Report

The Directors have pleasure in presenting the Seventeenth Annual Report and the Audited Accounts for the year ended on 31st March, 2005.

Financial Results :

	(Rs in Crore)	
	2004-2005	2003-2004
Gross Profit before interest and depreciation	39.29	32.64
Less : Interest	5.03	7.30
Depreciation	19.59	22.18
Less : Transfer from General Reserve	2.17	2.73
	<u>17.42</u>	<u>19.45</u>
Profit before Tax	16.84	5.89
Less : Provision for Taxation		
- Current Tax	6.07	1.30
- Deferred Tax	(6.70)	(12.42)
	<u>(0.63)</u>	<u>(11.12)</u>
Profit after Tax	17.47	17.01
Add : Balance in Profit and Loss Account	17.21	29.98
Less : Provision for loss on impairment of Assets	-	19.31
	<u>17.21</u>	<u>10.67</u>
Amount Available for Appropriations	<u>34.68</u>	<u>27.68</u>
Appropriations :		
Debt Redemption Reserve	0.02	-
General Reserve	5.00	5.00
Proposed Dividend on Equity Shares	4.83	4.83
Tax on Dividend	0.68	0.64
Balance carried to Balance Sheet	24.15	17.21
	<u>34.68</u>	<u>27.68</u>

Dividend :

The Directors have recommended a dividend of Rs. 3.20 per Equity Share of Rs. 10/- each for the year ended on 31st March, 2005, which, if approved at the forthcoming Annual General Meeting, will be paid to (i) all those members whose names appear in the Register of Members as on 7th September, 2005 after giving effect to all valid share transfer requests received by the Company till that date and (ii) to those, whose names appear as beneficial owners, as on 7th September, 2005 as per the list furnished by National Security Depository Limited and Central Depository Services (India) Limited. The total cash outflow on account of this dividend including distribution tax will be Rs 5.51 crore.

Management Discussion and Analysis

Financial Review :

Reliance Industrial Infrastructure Limited's (RIIL) gross income for the financial year ended 31st March, 2005 was higher at Rs. 68.67 crore, compared to Rs. 59.95 crore in the previous year, an increase of 14.5%. As a

result, the gross profit for the year was higher at Rs. 39.29 crore as against Rs. 32.64 crore in the previous year. Interest expenditure for the year under review decreased by 31 per cent to Rs. 5.03 crore from Rs. 7.30 crore in the previous year mainly due to renegotiations for softer interest rates. Depreciation during the year was lower at Rs. 17.42 crore, compared to Rs. 19.45 crore for corresponding period in the previous year. The Company has earned a higher net profit of Rs. 17.47 crore for the year as compared to Rs. 17.01 crore in the previous year. The return on equity is 17.4% as compared to 16.8% in the previous year and return on capital employed is 10.4% as compared to 10.5% in the previous year.

Resources and Liquidity :

As on 31st March, 2005, the debt to equity ratio of the Company is at 1.22 : 1. The Company's networth as on 31st March, 2005 was Rs. 114.75 crore, with paid-up capital of Rs. 15.10 crore and accumulated reserves and surplus of Rs. 99.65 crore.

RIIL's cash profits of Rs. 28.19 crore for the year, representing 41.05 per cent of its gross revenues reflect the financial strength of the Company.

Industry Structure and Developments :

The infrastructure related project and construction industry in India is characterised by a few large sized government companies and private sector companies involved in mega projects like roads, ports etc. and a very large number of small to medium sized companies involved in housing construction, IT Parks etc.

The key to the economic prosperity of our nation and future prosperity depends on the development of infrastructure such as roads, ports, electricity, telecommunications and urban infrastructure. Government has reiterated its thrust to infrastructure projects, principally roads, seaports and airports. This will continue to provide excellent growth momentum to the overall infrastructure development activities in the country.

Opportunities :

India's economy is powering ahead with annual GDP growth rate of 7% for the next couple of years making it second fastest expanding economy after China. The importance of infrastructure for rapid economic development cannot be overstated. The most glaring deficit in India is the infrastructure deficit. Government has also proposed in the budget major spending on big-ticket infrastructure items like highways, metro rail networks, ports, airports, power and telecommunications. Infrastructure investment can potentially have a strong impact on employment generation as well as GDP growth through its impact on demand side of the economy. The increased thrust to the infrastructure sector by our traditional customers will continue to provide significant investment opportunities in the future. Company is also examining the opportunities for diversification in manufacturing activities.

Challenges :

The Company faces normal business challenges of market competition in its business. The Company adopts suitable business strategies to counter these challenges enabling the Company to maintain satisfactory performance.

Outlook :

The Company intends to maintain its focus in the infrastructure sector while addressing new opportunities which would enable enhancement of shareholder value.

Risks and Concerns :

As a part of overall risk management strategy, RIL consistently insures its assets and operations against wide range of risks. The Company continues to follow a suitable strategy to modify its risk profile by eliminating and significantly reducing key business risks.

Adequacy of Internal Control :

The company has a proper and adequate internal control system commensurate with its nature of business and meets the following objectives :

- Efficient use and safeguarding of resources
- Compliance with policies and procedures
- Transactions being accurately recorded and promptly reported

The Audit Committee of the Board of Directors reviews the adequacy of internal controls.

Human Resource Development (HRD) :

RIL has a team of able and experienced professionals. The Company believes that the quality of its employees is the key to its success in the long run. The Company continues to have cordial relations with its employees. It employs 150 persons and provides personal development opportunities and all round exposure to them.

Fixed Deposits :

The Company has not accepted any fixed deposit from the Public during the year.

Directors :

The present term of Office of Shri Bharat C. Gosalia, as a Whole-time Director expires on 30th June, 2005.

Shri S. C. Malhotra retires by rotation and being eligible, offers himself for re-appointment.

The Board recommends his re-appointment.

Directors' Responsibility Statement :

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Board of Directors of your Company confirm:

- i. that in the preparation of the accounts for the financial year ended 31st March 2005, the applicable accounting standards have been followed alongwith proper explanation relating to material departures ;
- ii. that the Directors have selected such accounting policies and applied them consistently and made

judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2005 and of the profit of the Company for the year ended on that date ;

- iii. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities ;
- iv. that the Directors have prepared the accounts for the financial year ended 31st March, 2005 on a going concern basis.

Auditors :

M/s Chaturvedi & Shah, Chartered Accountants, Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting. The Company has received requisite letter under Section 224(1B) of the Companies Act, 1956 from the Auditors regarding their eligibility for re-appointment as Auditors of the Company.

Personnel :

There was no employee in respect of whom information is required to be given pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

Corporate Governance :

As a Listed Company, necessary measures are taken to comply with the conditions stipulated in the Listing Agreements with the Stock Exchanges. A report on Corporate Governance, alongwith a certificate of compliance from the Auditors, forms part of this Report.

Other Information :

Particulars required to be furnished pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 :

- i. Part A and B of the Rules, pertaining to conservation of energy and technology absorption, are not applicable to the Company.
- ii. Foreign Exchange earnings and outgo :

Earnings	-	Nil
Outgo	-	Rs. 14.04 lac

Acknowledgement :

The Directors acknowledge, with gratitude, the co-operation and assistance received from the Government, Banks, other Business constituents, Members and Employees during the year under review.

For and on behalf of the Board

Satyapal Jain
Chairman

Mumbai,
Dated : 23rd April, 2005

Annexure to the Directors' Report
Certificate on Compliance with Corporate Governance

To the Members of

Reliance Industrial Infrastructure Limited

We have examined the compliance of conditions of Corporate Governance by Reliance Industrial Infrastructure Limited, for the year ended on 31st March, 2005, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that no investor grievances were pending for a period of one month against the Company as certified by the Share Transfer Agent of the Company, based on the records maintained by them.

We further state that such compliance 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 Chaturvedi & Shah
Chartered Accountants

H. P. Chaturvedi
Partner

Membership No. 33523

Mumbai

Dated : 23rd April, 2005

Report on Corporate Governance

Pursuant to Clause 49 of the Listing Agreements with the Stock Exchanges on Corporate Governance, the Company submits, hereunder, a report on the matters mentioned in the said Clause and the practice followed by the Company :

1. Company's Philosophy on Corporate Governance :

The Company's philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations, and in all interactions with its stakeholders, government, lenders and employees.

2. Board of Directors of the Company :

The Board of Directors is comprised of :
Three Whole-time Directors and
Three Independent Non-Executive Directors including the Chairman.

Board Procedures :

The Company holds minimum of four Board Meetings in each year after the end of each financial quarter. Besides, additional Board Meetings may be convened at any time to address the specific needs of the Company. The Board may also approve permitted urgent matters by passing resolutions by circulation.

The meetings of the Board of Directors are held at periodical intervals. The meeting dates are decided by giving appropriate notice for the same. The agenda along with the Board papers is circulated in advance to the Directors. The Board of Directors of the Company is provided with adequate information/details, including the information as required to be

provided to the Board in terms of Clause 49 of the Listing Agreement, as part of the Board papers and the same is also made available at the Board Meeting to enable the Board to take meaningful, informed and focused decisions.

In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

The Company Secretary records the minutes of the proceedings of each Board and Committee Meeting. Draft minutes are circulated to all the members of the Board/ Committee. The minutes of proceedings of the meeting are entered in the Minutes Book within 30 days from the conclusion of the Meeting.

The Guidelines for Board and Committee meetings facilitate an effective post meeting follow-up, review and reporting process for the decisions taken by the Board and Committees thereof. Action taken report on the decisions/minutes of the previous meeting(s) is placed at the immediately succeeding meeting of the Board / Committee for noting by the Board / Committee.

Seven Board Meetings were held during the year (as against the minimum requirement of four meetings). The meetings were held on 27th April, 2004, 24th July, 2004, 14th August, 2004, 25th September, 2004, 25th October, 2004, 18th January, 2005 and 23rd March, 2005. The maximum time gap between any two consecutive meetings was not more than four calendar months.

The following table gives details of Directors, attendance of Directors at the Board Meetings and at the last Annual General Meeting, number of directorships and memberships held by Directors in the Board/ Committees of various companies :-

Report on Corporate Governance (continued)

Name of the Director and Category (†)	Attendance Particulars		Number of other Directorships (including directorships in private companies) and Committee Memberships/ Chairmanships		
	Board Meeting	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Satyapal Jain - C&NED	6	Present	11	1	-
Sandeep H. Junnarkar - NED	7	Present	14	5	1
Bharat C. Gosalia - WTD	7	Present	-	-	-
S. C. Malhotra - NED	6	Present	1	-	-
Mahesh K. Kamdar - WTD	6	Present	3	-	-
Dilip V. Dherai - WTD	7	Present	-	-	-

† Category :- C : Chairman;
NED : Independent Non-Executive Director;
WTD : Whole-time Director

None of the Directors is a Member in more than ten committees and acts as a Chairman in more than five committees across all companies in which he is a Director.

3. Audit Committee :

The Audit Committee constituted by the Board of Directors consists of 3 (three) Independent Non-Executive Directors. The constitution of the Audit Committee also meets with the requirements of Section 292A of the Companies Act, 1956.

During the financial year 2004-2005 the Audit Committee met five times. The Meetings were held on 27th April, 2004, 24th July, 2004, 14th August, 2004, 25th October, 2004 and 18th January, 2005.

The present composition and attendance of the members of the Committee is as follows :

Members	Number of Meetings attended
Satyapal Jain - Chairman	4
Sandeep H. Junnarkar	5
S. C. Malhotra	5

The terms of reference specified by the Board to the Audit Committee are as contained under Clause 49 of the Listing Agreement. They are as follows :

- Overseeing of the Company's financial reporting process and disclosure of its financial information.
- Recommending the appointment or removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Reviewing with the management the annual financial statements before submission to the Board, focusing primarily on -
 - any changes in accounting policies and practices;
 - major accounting entries based on exercise of judgement by management;
 - qualifications in draft audit report;
 - significant adjustments arising out of audit;
 - the going concern assumption;
 - compliance with accounting standards;

vii. compliance with stock exchange and legal requirements concerning financial statements and

viii. any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.

- Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit functions.
- Discussion with internal auditors of any significant findings and follow up thereon.
- Reviewing the findings of any internal investigation 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.
- Discussion with external auditors before the audit commences, nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Reviewing the Company's various financial and risk management policies.
- To look into the reasons for substantial defaults, if any, in the payment to the depositors, debentureholders, shareholders (in case of non-payment of declared dividends) and creditors.

4. Remuneration Committee :

The Remuneration Committee constituted by the Board of Directors consists of 3 (three) Independent Non-Executive Directors, viz., Shri Satyapal Jain as Chairman; Shri Sandeep H. Junnarkar and Shri S. C. Malhotra as the other members of the said Committee. The Remuneration Committee has been constituted to determine/ review the remuneration package of the Whole-time Directors.

During the financial year 2004-2005 the Remuneration Committee met once. The Meeting was held on 23rd June, 2004.

The remuneration policy is directed towards rewarding performance based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice.

The Whole-time Directors are paid remuneration as per the Agreements entered into between them and the Company and are duly approved by the Remuneration Committee of Directors, the Board of Directors and the shareholders in General Meeting.

The aggregate value of salary, allowances and perquisites paid for the year ended on 31st March,

Report on Corporate Governance (continued)

2005 to Shri Bharat C. Gosalia (re-appointed as a Whole-time Director designated as *Executive Director and President* with effect from 1st July, 2002, for a period of 3 years) is Rs. 16.31 lac (salary and allowances Rs. 15.34 lac, perquisites Rs. 0.97 lac).

The aggregate value of salary, allowances and perquisites paid for the year ended on 31st March, 2005 to Shri Dilip V. Dherai (re-appointed as a Whole-time Director designated as *Executive Director - Projects* with effect from 1st July, 2004, for period of 5 years) is Rs. 16.97 lac (salary and allowances Rs. 16.60 lac, perquisites Rs. 0.37 lac).

Besides salary, allowances and perquisites, the aforesaid Whole-time Directors are also entitled to company's contribution to provident fund, gratuity and encashment of leave as per the rules of the Company.

No remuneration is paid to Shri Mahesh K. Kamdar (re-appointed as a Whole-time Director designated as *Executive Director - Commercial* with effect from 1st July, 2003, for period of 3 years) as per his terms of appointment/ agreement. However Shri Mahesh K. Kamdar is paid Sitting Fees as applicable for attending the Meeting of the Board of Directors and any Committee thereof, as per his terms of appointment/ agreement.

Service Contracts of Whole-time Directors can be terminated by either party by giving 3 months notice in writing.

The Company pays sitting fees to all Directors other than paid Whole-time Directors, at the rate of Rs. 10,000/- for attending each meeting of the Board and/ or Committee thereof. Sitting fees paid for the year ended 31st March, 2005, are as follows:-

Shri Satyapal Jain - Rs. 1,40,000/-, Shri Sandeep H. Junnarkar - Rs. 1,70,000/-, Shri S. C. Malhotra - Rs. 1,20,000/-, Shri Mahesh K Kamdar - Rs. 60,000/-

5. Shareholders'/ Investors' Grievance Committee :

- The Committee comprises of Shri Satyapal Jain - *Chairman*, Shri Bharat C. Gosalia - *Executive Director and President* and Shri Sandeep H. Junnarkar - *Director*. The Committee, inter alia, approves issue of duplicate share certificates and reviews all matters connected with transfer of securities. The Committee also looks into redressing of shareholders'/ investors' complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of dividend etc. and also notes transfers/ transmissions of securities issued by the Company. The Committee reviews the performance of the Share Transfer Agent and recommends measures for overall improvement in the quality of investor services.

- The Board has authorised Shri Bharat C. Gosalia - *Executive Director and President* and Shri N. Shanker - *Company Secretary*, severally, to approve the transfer of shares, transmission of shares, folio consolidation, change of name, transposition, certificate split and consolidation, dematerialisation or rematerialisation of securities, replacement of certificates etc.
- Shri N. Shanker - *Company Secretary* has been designated by the Board as the Compliance Officer in terms of the Listing Agreement.
- During the year under review, 244 complaints and 1046 requests were received from investors which were duly replied to/ resolved. Outstanding requests as on 31st March, 2005 were 3. The same were subsequently replied to/ resolved on 2nd April, 2005.
- Outstanding requests for Transfers and Demat as on 31st March, 2005 were 5 TDs for 500 shares and 44 DRFs for 6100 shares, respectively. The same were subsequently processed /approved on 1st April, 2005 and 2nd April, 2005 respectively.
- The Company has also adopted a Code of internal procedure and conduct for prevention of insider trading in the shares of the Company, pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended. The Board has designated Shri N. Shanker - *Company Secretary* as the Compliance Officer for this purpose and has authorised this Committee to monitor the compliances as required under the aforesaid Regulations.

6. General Body Meetings :

The last three Annual General Meetings of the Company were held as under :

For the Year	Venue of the Meeting	Day and Date	Time	Number of special resolutions passed
2001-02	Ashoka Hall, Arcadia, Behind NCPA (Tata Theatre), Nariman Point, Mumbai - 400 021	Tuesday 25.06.2002	11.00 am	1
2002-03	Same as above	Saturday 06.09.2003	11.00 am	1
2003-04	Same as above	Saturday 25.09.2004	11.00 am	-

During the year ended 31st March 2005, no resolution was passed by the Company's shareholders requiring voting by postal ballot.

Report on Corporate Governance (continued)

7. Disclosures :

- a. Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.

None of the transactions with any of the related parties were in conflict with the interests of the Company.

- b. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

During the last three years, there were no strictures or penalties imposed by either the Securities and Exchange Board of India or the Stock Exchanges or any statutory authority for non compliance of any matter related to the capital markets.

8. Means of Communication :

- a. The Quarterly/ Half Yearly/ Yearly Results of the Company are published in Free Press Journal (English) - Mumbai and Indore Editions and in Navshakti (Vernacular) - Mumbai Edition.
- b. Report for the half year ended on 30th September, 2004 was sent to the household of each member.
- c. The Company uploads its financial results, shareholding pattern and other information on the EDIFAR Website maintained by National Informatics Centre (NIC), which can be accessed through the Website of the Securities and Exchange Board of India (SEBI): <http://www.sebi.gov.in>
- d. **Management Discussion and Analysis** forms part of the Annual Report which is posted to the members of the Company.

9. General Shareholder Information :

a. Annual General Meeting (Day, Date, Time and Venue)	Friday, 16th September, 2005 at 3.30 p.m At 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai - 400 020		
b. Financial Calendar (2005-2006) (indicative)	Annual General Meeting (2006)	June, 2006	
	Board Meetings :		
	Results for Quarter ending 30th June, 2005	Last week of July, 2005	
	Results for Quarter/ Half Year ending 30th September, 2005	Last week of October, 2005	
	Results for Quarter ending 31st December, 2005	Last week of January, 2006	
	Results for Year ending 31st March, 2006	Last week of April, 2006	
c. Book Closure Date for Dividend	8th September, 2005 to 15th September, 2005		
d. Dividend Payment Date	On or after 16th September, 2005		
e. Listing of Equity Shares at	1) The Stock Exchange - Mumbai Phroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 2) The National Stock Exchange of India Limited - Mumbai "Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai 400 051		
f. Annual Listing Fees	Duly paid to all the above Stock Exchanges for the financial year 2005-2006		
g. Stock Code :			
(i) Trading Symbol at	The Stock Exchange - Mumbai	523445	
	National Stock Exchange of India Limited	RIIL	
(ii) Demat ISIN Numbers in NSDL and CDSL	Equity Shares	INE046A01015	

Report on Corporate Governance (continued)

h. Share Price Data :

Month	Stock Exchange - Mumbai (BSE)		National Stock Exchange (NSE)	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April - 2004	66.50	56.25	66.40	55.50
May - 2004	63.80	51.00	63.85	50.05
June - 2004	55.25	45.00	55.65	47.55
July - 2004	57.40	50.50	60.00	49.05
August - 2004	77.50	54.25	77.40	54.00
September - 2004	77.45	67.10	76.90	67.05
October - 2004	80.25	69.50	80.30	69.00
November - 2004	82.30	68.00	82.40	67.60
December - 2004	75.70	68.50	75.80	68.10
January - 2005	79.80	69.00	81.45	69.00
February - 2005	112.00	72.40	111.75	70.00
March - 2005	111.00	82.50	110.95	82.05

i. Share price performance in comparison to broad based indices - BSE Sensex and NSE Nifty

1. RIIL's share price performance in comparison to BSE Sensex based on share price on 31st March, 2005

Period	% Change in		
	RIIL's share price	Sensex	RIIL in comparison to Sensex
Financial Year 2004-05	61.34	16.14	45.20
3 years	170.41	87.15	83.26
5 years	40.62	29.82	10.80

2. RIIL's share price performance in comparison to Nifty based on share price on 31st March, 2005

Period	% Change in		
	RIIL's share price	Nifty	RIIL in comparison to Nifty
Financial Year 2004-05	63.11	14.89	48.22
3 years	164.79	80.22	84.57
5 years	38.91	33.18	5.73

j. Share Transfer Agent :

Karvy Computershare Private Limited
Karvy House, 46, Avenue 4, Street No. 1
Banjara Hills, Hyderabad - 500 034
Website : <http://www.karvy.com>
E-Mail : riilnkm@karvy.com

k. Share Transfer System :

Presently, the share certificates which are received for transfer in physical form are processed and are returned within a period of 10 to 15 days from the date of receipt, subject to the documents being valid and complete in all respects.

l. Secretarial Audit

Pursuant to Listing requirements, the Company has established a system of Secretarial Audit which is carried out by a firm of Chartered Accountants to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms, on a quarterly basis, that the total issued/ paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

m. Distribution of Shareholding as on 31st March, 2005 :

Category of Shareholders	% of total Shares held
Promoters (including Persons Acting in Concert)	19.87
Banks/ Financial Institutions/ Mutual Funds	0.02
Foreign Investors	0.61
Private Corporate Bodies	50.22
Others	29.28
Total	100.00

Report on Corporate Governance (continued)

n. Categorywise Summary of Holders/ Holdings as on 31st March, 2005 :

Sr. No.	Category (Shares)	Electronic			Physical			Total		
		No. of holders	No. of shares	% to total shares	No. of holders	No. of shares	% to total shares	No. of holders	No. of shares	% to total shares
1	01 - 100	6686	593830	3.93	8595	858984	5.69	15281	1452814	9.62
2	101 - 500	3178	902721	5.98	956	261400	1.73	4134	1164121	7.71
3	501 - 1000	536	446120	2.95	67	52000	0.34	603	498120	3.30
4	1001 - 5000	434	956104	6.33	32	54000	0.36	466	1010104	6.69
5	5001 - 10000	54	408571	2.71	2	15800	0.10	56	424371	2.81
6	10001 - 50000	27	617098	4.09	0	0	0.00	27	617098	4.09
7	50001 - 100000	3	166279	1.10	0	0	0.00	3	166279	1.10
8	100001 & Above	8	9767093	64.68	0	0	0.00	8	9767093	64.68
Total		10926	13857816	91.77	9652	1242184	8.23	20578	15100000	100.00

o. Dematerialisation of Shares :

1,38,57,816 shares representing 91.77% of the total shares issued by the Company have been dematerialised upto 31st March, 2005. Trading in Equity Shares of the Company is permitted only in dematerialised form with effect from 21st March, 2000 as per notification issued by the Securities and Exchange Board of India (SEBI).

Liquidity :

The higher trading activity is witnessed on NSE. Relevant data for the average daily turnover for the financial year 2004-05 is given below :

	Stock Exchange Mumbai (BSE)	National Stock Exchange (NSE)	BSE + NSE
In no. of shares (in thousand)	24.97	62.99	87.96
In value terms (Rs. in lac)	21.11	55.11	76.22

- p. Address for Investor Correspondence :** **Karvy Computershare Private Limited**
 (i.e. for transfer/ dematerialisation of shares, payment of dividend on shares and any other query relating to the shares of the Company)
 Unit - Reliance Industrial Infrastructure Limited
 21, Avenue 4, Street No.1
 Banjara Hills
 Hyderabad - 500 034.
 Website : <http://www.karvy.com>
 E-Mail : riilnkm@karvy.com

Note:

- Shareholders holding shares in demat form should address all correspondence regarding transfers, rematerialisation and change of address to their respective depository participants.
- The Share Transfer Agent of the Company is supported by a countrywide network of Investor Service Centres. Particulars and contact details of such Centers are given in this Annual Report.

- q. Any query on Annual Report should be addressed to :** **Company Secretary**
Reliance Industrial Infrastructure Limited
 5th Floor, NKM International House,
 178, Backbay Reclamation,
 Babubhai Chinai Road, Mumbai - 400 020.
For Communication →
 Phone : 022-3041 1871 • Fax : 022-3041 1074

- r. Transfer of unclaimed amount to Investor Education and Protection Fund :** Members are advised to claim the unencashed dividend, for the year 1997-98 and onwards, lying in the unpaid dividend accounts of the Company before the due date for crediting the said unclaimed dividend to the Investor Education and Protection Fund (IEPF).
 During the year under review, the Company has credited a sum of Rs. 4,62,560/- to the Investor Education and Protection Fund pursuant to Section 205C of the Companies Act, 1956 and the Investor Education and Protection Fund (Awareness and Protection of Investor) Rules, 2001.

Auditors' Report

The Members of Reliance Industrial Infrastructure Limited

1. We have audited the attached Balance Sheet of Reliance Industrial Infrastructure Limited as at 31st March, 2005, the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the Auditing Standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that :
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purposes of our audit ;
 - (ii) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books ;
 - (iii) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account ;
 - (iv) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ;
 - (v) In our opinion and based on the information and explanations given to us, none of the directors is disqualified as on 31st March, 2005 from being appointed as directors in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956 ;
 - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies and other notes thereon give the information required by the Companies Act, 1956, in the manner so required and present a true and fair view in

conformity with the accounting principles generally accepted in India :

- (a) in so far it relates to Balance Sheet, of the state of affairs of the Company as at 31st March, 2005;
- (b) in so far it relates to the Profit and Loss Account, of the Profit of the Company for the year ended on that date; and
- (c) in so far it relates to the Cash Flow Statement, of the Cash Flows of the Company for the year ended on that date.

For **Chaturvedi & Shah**
Chartered Accountants

H. P. Chaturvedi
Partner

Mumbai,

Dated : 23rd April, 2005

Membership No. : 33523

Annexure to the Auditors' Report

Referred to in paragraph 3 of our report of even date

1. In respect of its Fixed Assets :
 - a. The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets on the basis of available information.
 - b. As explained to us, the Fixed Assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c. In our opinion, the Company has not disposed off substantial part of fixed assets during the year and the going concern status of the Company is not affected.
2. In respect of its Inventories :
 - a. As explained to us, the Inventories have been physically verified by the management. In our opinion, the frequency of verification is reasonable.
 - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. The Company has maintained proper records of inventories. There were no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. In respect of loans, secured or unsecured, granted or taken by the Company to / from companies, firm or other parties covered in the register maintained under Section 301 of the Companies Act, 1956 :
 - a. The Company has granted loans to two parties aggregating to Rs.1,120,000 thousand. The maximum amount involved during the year was Rs. 1,120,000 thousand and the year end balance of loan granted was Rs. 550,000 thousand.
 - b. In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions on which loan

Annexure to the Auditors' Report (continued)

- has been granted are not prima facie prejudicial to the interest of the Company.
- c. The party has repaid the principal amounts and has been regular in the payment of Interest.
 - d. In respect of loan given by the Company, it is repayable on demand and therefore the question of overdue amount does not arise.
 - e. The Company had taken loan from one party aggregating to Rs.550,000 thousand during the year and the balance outstanding at the year end is Rs. Nil.
 - f. In our opinion and according to the information and explanations given to us the rate of interest and other terms and conditions are not prima facie prejudicial to the interest of the Company.
 - g. The interest payments are regular and the principal amount was repayable on demand.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and nature of its business with regard to purchase of inventory, fixed assets and with regard to sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
 5. In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements that needed to be entered in the register maintained under Section 301 of the Companies Act, 1956. Therefore, the provisions of clause 4 (v)(b) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
 6. The Company has not accepted any deposit from the public.
 7. In our opinion the Company has an internal audit system commensurate with the size and nature of its business.
 8. We have been informed by the Management that the Central Government has not prescribed maintenance of cost records for the Company under Section 209(1)(d) of the Companies Act, 1956.
 9. In respect of Statutory dues :
 - a. According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and material statutory dues applicable to it.
 - b. According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Sales Tax, Custom Duty, Excise Duty and Cess were in arrears, as at 31st March, 2005 for a period of more than six months from the date they became payable.
 - c. According to the information and explanations given to us, there are no dues of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Service Tax, Excise Duty and Cess, which have not been deposited on account of any dispute.
 10. The Company has no accumulated losses and has not incurred any cash losses during the financial year covered by our audit or in the immediately preceding financial year.
 11. Based on our audit procedure and according to the information and explanations given to us, we are of the opinion that the Company had no dues payable to a Financial Institution or Bank and has not defaulted in repayment of dues to Debenture holders.
 12. In our opinion and according to the information and explanations given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
 13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
 14. The Company has maintained proper records of transactions and contracts in respect of trading in shares, securities, debentures and other investments and timely entries have been made therein. All shares, debentures and other investments have been held by the Company in its own name.
 15. In our opinion and according to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from Banks or Financial Institutions during the year.
 16. The Company has not raised any term loans during the year.
 17. According to the information and explanations given to us and on an overall examination of Balance Sheet of the Company, we are of the opinion that no funds raised on short term basis have been used for long term investment.
 18. During the year, the Company has not made any preferential allotment of shares to parties and companies covered in Register maintained under Section 301 of the Companies Act, 1956.
 19. According to the information and explanations given to us, during the financial year covered by our audit, the Company has issued 550,000 Debentures of Rs.1,000/- each. Creation of security / charge in respect of these Debentures is in process.
 20. The Company has not raised any money by way of public issue during the year.
 21. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year that causes the financial statements to be materially misstated.

For Chaturvedi & Shah
Chartered Accountants
H. P. Chaturvedi
Partner
Membership No. : 33523

Mumbai,
Dated : 23rd April, 2005

Balance Sheet as at 31st March, 2005

	Schedule No.	As at 31st March, 2005 Rs.	(Rs. in Thousand) As at 31st March, 2004 Rs.
Sources of Funds			
Shareholders' Funds :			
Share Capital	1	151,000	151,000
Reserves and Surplus	2	996,454	898,499
		1,147,454	1,049,499
Loan Funds :			
Secured Loans	3	550,000	-
Unsecured Loans	4	590,000	1,194,750
		1,140,000	1,194,750
Deferred Tax		195,962	262,944
Total		2,483,416	2,507,193
Application of Funds			
Fixed Assets :			
Gross Block	5	3,971,900	3,971,300
Less : Depreciation		3,384,765	3,189,620
Lease Adjustment		(132,904)	(101,697)
Net Block		720,039	883,377
Capital Work-in-Progress		150	-
		720,189	883,377
Investments	6	881,255	1,343,678
Current Assets, Loans and Advances :			
Current Assets			
Interest / Premium Accrued on Investments		311,616	216,374
Inventories	7	30,714	26,777
Sundry Debtors	8	83,027	64,472
Cash and Bank Balances	9	10,763	15,605
		436,120	323,228
Loans and Advances	10	642,268	156,482
		1,078,388	479,710
Less : Current Liabilities and Provisions :	11		
Current Liabilities		115,787	139,472
Provisions		80,629	60,772
		196,416	200,244
Net Current Assets		881,972	279,466
Miscellaneous Expenditure	12	-	672
(To the extent not written off or adjusted)			
Total		2,483,416	2,507,193
Significant Accounting Policies	17		
Notes on Accounts	18		
As per our Report of even date	For and on behalf of the Board		
For Chaturvedi & Shah	Satyapal Jain	<i>Chairman</i>	
<i>Chartered Accountants</i>			
H.P. Chaturvedi	Sandeep H. Junnarkar	<i>Directors</i>	
<i>Partner</i>	S.C. Malhotra		
	Bharat C. Gosalia	<i>Executive Director and President</i>	
	Dilip V. Dherai	<i>Executive Director - Projects</i>	
Mumbai,	N. Shanker	<i>Company Secretary</i>	
Dated : 23rd April, 2005			

Profit and Loss Account for the year ended 31st March, 2005

	Schedule No.	2004-2005		(Rs. in Thousand) 2003-2004	
		Rs.	Rs.	Rs.	Rs.
Income					
Income from Operations	13	530,119		438,119	
Other Income	14	156,584		161,397	
			686,703		599,516
Expenditure					
Establishment and Other Expenses	15		293,784		273,121
Interest	16		50,282		73,040
Depreciation		195,855		221,735	
Less : Transferred from General Reserve (Refer Note 4 of Schedule 18)		21,674		27,318	
			174,181		194,417
Profit before Tax			168,456		58,938
Provision for Taxation :					
- Current		60,710		13,031	
- Deferred		(66,982)		(124,152)	
			(6,272)		(111,121)
Profit after Tax			174,728		170,059
Balance brought forward from last year		172,119		299,746	
Less : Provision for Loss on Impairment of Assets		-		193,051	
			172,119		106,695
Amount Available For Appropriations			346,847		276,754
Appropriations					
Debenture Redemption Reserve		167		-	
General Reserve		50,000		50,000	
Proposed Dividend on Equity Shares		48,320		48,320	
Tax on Dividend		6,779		6,315	
			105,266		104,635
Balance carried to Balance Sheet			241,581		172,119
Basic and Diluted Earnings per share of Rs. 10/- each (in Rs.) (Refer Note 9 of Schedule 18)			11.57		11.26
Significant Accounting Policies	17				
Notes on Accounts	18				

As per our Report of even date

For Chaturvedi & Shah
Chartered Accountants

H.P. Chaturvedi
Partner

Mumbai,
Dated : 23rd April, 2005

For and on behalf of the Board

Satyapal Jain

Chairman

**Sandeep H. Junnarkar }
S.C. Malhotra }**

Directors

Bharat C. Gosalia

Executive Director and President

Dilip V. Dherai

Executive Director - Projects

N. Shanker

Company Secretary

Schedules forming part of the Balance Sheet

	As at 31st March, 2005 Rs.	(Rs. in Thousand) As at 31st March, 2004 Rs.
Schedule 1 : Share Capital		
Authorised :		
200,000,000 Equity Shares of Rs.10/- each (200,000,000)	<u>2,000,000</u>	<u>2,000,000</u>
Issued, Subscribed and Paid up :		
15,100,000 Equity Shares of Rs.10/- each fully paid up (15,100,000)	<u>151,000</u>	<u>151,000</u>
Schedule 2 : Reserves and Surplus		
Capital Reserve		
As per last Balance Sheet	295,296	295,296
Share Premium Account		
As per last Balance Sheet	96,000	96,000
Revaluation Reserve		
As per last Balance Sheet	210,057	210,057
Debenture Redemption Reserve		
Transferred from Profit and Loss Account	167	-
General Reserve		
As per last Balance Sheet	125,027	102,345
Add : Transferred from Profit and Loss Account	<u>50,000</u>	<u>50,000</u>
	175,027	152,345
Less : Transferred to Profit and Loss Account (Refer Note 4 of Schedule 18)	<u>21,674 †</u>	<u>27,318</u>
	153,353	125,027
Profit and Loss Account		
	<u>241,581</u>	<u>172,119</u>
Total	<u>996,454</u>	<u>898,499</u>

† Cumulative amount (net) transferred on account of Depreciation on revaluation is Rs. 126,819 thousand (Previous Year Rs. 105,145 thousand).

Schedule 3 : Secured Loans

Redeemable Non Convertible Debentures	<u>550,000</u>	-
Total	<u>550,000</u>	-

Note : The Debentures would be secured by way of legal mortgage / charge in favour of the Trustees on certain immovable properties belonging to the Company. The Debentures are redeemable at par on 27th March, 2015.

Schedule 4 : Unsecured Loans

Other Loans and Advances		
- From Other than Banks	<u>590,000</u>	1,194,750
Total	<u>590,000</u>	<u>1,194,750</u>

Note : Other Loans and Advances include Rs. Nil (Previous Year Rs. 229,375 thousand) repayable within one year.

Schedules forming part of the Balance Sheet

Schedule 5 : Fixed Assets

(Rs. in Thousand)

Description	Gross Block			Depreciation			Lease	Net Block	
	As at	Additions /	Deductions	As at	For the	Upto	Adjustment	As at	As at
	01.04.2004	Adjustments		31.03.2005	year	31.03.2005	Upto	31.03.2005	31.03.2004
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Freehold Land	4,262	-	-	4,262	-	-	-	4,262	4,262
Leasehold Land	3,473	-	-	3,473	207	1,518	-	1,955	2,162
Buildings	23,227	-	-	23,227	758	9,070	-	14,157	14,915
Plant and Machinery	1,643,770	-	-	1,643,770	51,661	1,408,150	-	235,620	287,281
Construction Machinery	1,399,490	-	-	1,399,490	39,234	1,205,448 †	-	194,042	233,276
Furniture and Fixtures	5,221	-	46	5,175	276	3,192	-	1,983	2,275
Office Equipment	6,186	361	46	6,501	455	3,581	-	2,920	3,014
Vehicles	7,926	1,901	1,570	8,257	785	1,667	-	6,590	6,410
Sub-Total	3,093,555	2,262	1,662	3,094,155	93,376	2,632,626	-	461,529	553,595
Assets leased prior to 01.04.2001 :									
Construction Equipment	182,560	-	-	182,560	7,437	160,248	(22,312)	-	-
LPG Cylinders	695,185	-	-	695,185	95,042	591,891	155,216	258,510	329,782
Sub-Total	877,745	-	-	877,745	102,479	752,139	132,904	258,510	329,782
Total	3,971,300	2,262	1,662	3,971,900	195,855	3,384,765	132,904	720,039	883,377
Previous Year	3,970,215	9,162	8,077	3,971,300	261,028	3,189,620	101,697	883,377	
Capital Work-in-Progress (Net of provision for loss on Impairment, Rs. 153,759 thousand)								<u>150</u>	<u>-</u>

- Notes :** (i) Leasehold Land includes Rs.2,344 thousand (Previous Year Rs.2,344 thousand) in respect of which lease deed is pending execution.
(ii) Leasehold Land includes one fully paid Equity Share of Rs. 1 thousand in a Company.
(iii) Capital Work-in-Progress includes project development expenditure Rs. 150 thousand (Previous Year Rs. Nil).
(iv) Gross Block includes Rs. 530,088 thousand being the amount added on revaluation of Plant and Machinery as at 01.04.1997. (Refer Note 4 of Schedule 18)
† includes provision for loss on impairment, Rs. 39,292 thousand.

(Rs. in Thousand)

As at
31st March, 2005
Rs.

As at
31st March, 2004
Rs.

Schedule 6 : Investments

LONG TERM INVESTMENTS

Other Investments :

In Equity Shares -

Quoted, fully paid up :

86,000	Equity Shares of Reliance Industries Limited	11,219	11,219
(86,000)	of Rs.10/- each		

Unquoted, fully paid up :

554,250	Equity Shares of Reliance Europe Limited	19,669	19,669
(554,250)	of Sterling Pound 1/- each		
	(Company under the same management)		

8,100	Equity Shares of Ral Investment Private Limited	81	81
(8,100)	of Rs.10/- each		

8,100	Equity Shares of LPG Infrastructure (India) Private Limited	81	81
(8,100)	of Rs.10/- each		

18,000	Equity Shares of Rosche Trading Private Limited	180	180
(18,000)	of Rs.10/- each		

Schedules forming part of the Balance Sheet

(Rs. in Thousand)
As at
31st March, 2004
Rs.

As at
31st March, 2005
Rs.

Schedule 6 : Investments (continued)

In Preference Shares -

Unquoted, fully paid up :

-	9% Cumulative Redeemable Preference Shares	-	535,000
(10,700,000)	of Reliance Infocomm Limited of Re. 1/- each (Company under the same management)		

In Debentures -

Unquoted, fully paid up :

140,000	Zero Coupon Unsecured Optionally Fully Convertible	14,000	14,000
(140,000)	Debentures of Ral Investment Private Limited of Rs. 100/- each		
30,000	Zero Coupon Unsecured Optionally Fully Convertible	3,000	3,000
(30,000)	Debentures of LPG Infrastructure (India) Private Limited of Rs. 100/- each		
49,670	Unsecured Redeemable Non - Convertible	611,032	611,032
(49,670)	Debentures of Reliance Utilities and Power Limited (maturity value of Rs.19,165/- each)		
75,700	Unsecured Redeemable Non - Convertible	136,984	136,984
(75,700)	Debentures of Reliance Utilities and Power Limited (maturity value of Rs.1,965/- each)		

In Others -

Quoted :

110,100	Units of 6.75% Tax Free US64	11,010	11,010
(110,100)	Bonds of Unit Trust of India (Deposited with Mumbai Port Trust)		

Unquoted :

-	Units of Reliance Liquid Fund (Treasury Plan)	-	1,422
(130,194.798)	of Rs. 10/- each		

CURRENT INVESTMENTS

In Others -

Unquoted :

7,161,271.835	Units of Reliance Liquid Fund (Treasury Plan)	73,999	-
(-)	of Rs. 10/- each		

Total

881,255 1,343,678

(Rs. in Thousand)
As at
31st March, 2004
Rs.

As at
31st March, 2005
Rs.

Aggregate Value of :

	Book Value	Market Value	Book Value	Market Value
Quoted Investments	22,229	58,476	22,229	58,218
Unquoted Investments	859,026		1,321,449	

Movement during the year : (Purchased and Sold)

	Face Value (Rs.)	Nos.	Cost (Rs. in Thousand)
Units of Reliance Liquid Fund (Treasury Plan)	10	2,483,782.314	25,578

Schedules forming part of the Balance Sheet

	As at		(Rs. in Thousand)	
	31st March, 2005		As at	
	Rs.	Rs.	31st March, 2004	Rs.
Schedule 7 : Inventories				
Stores and Spares		30,714		26,777
Total		30,714		26,777

Schedule 8 : Sundry Debtors

(Unsecured)

Debts outstanding for a period exceeding six months

Considered good	1,999		11,989	
Considered doubtful	918		918	
	2,917		12,907	
Less : Provision for doubtful debts	918		918	
		1,999		11,989
Others, considered good		81,028		52,483
Total		83,027		64,472

Note : Other Debts include Rs.4,802 thousand (Previous Year Rs.5,251 thousand) from Reliance Communication Infrastructure Limited, a company under the same management.

Schedule 9 : Cash and Bank Balances

Cash on hand		-		6
Balances with Scheduled Banks :				
In Current Accounts		10,213		14,549
In Deposit Accounts		550		1,050
Total		10,763		15,605

Schedule 10 : Loans and Advances

(Unsecured and Considered Good)

Advances recoverable in cash or in kind or for value to be received	615,751		132,222	
Advance Tax (net of provisions)	26,517		24,260	
Total	642,268		156,482	

Notes : Loans and Advances include -

- Rs. Nil (Previous Year Rs. 21,493 thousand) recoverable from Reliance Capital Limited, a company under the same management. Maximum amount outstanding during the year Rs. 570,000 thousand (Previous Year Rs. 580,000 thousand)
- Rs. Nil (Previous Year Rs. 41 thousand) recoverable from Gas Transportation and Infrastructure Company Limited, a company under the same management. Maximum amount outstanding during the year Rs. 41 thousand (Previous Year Rs.441 thousand)
- Rs. Nil (Previous Year Rs. 19 thousand) recoverable from Reliance General Insurance Company Limited, a company under the same management. Maximum amount outstanding during the year Rs. 19 thousand (Previous Year Rs.19 thousand)

Schedules forming part of the Balance Sheet

	As at 31st March, 2005 Rs.	(Rs. in Thousand) As at 31st March, 2004 Rs.
Schedule 11 : Current Liabilities and Provisions		
Current Liabilities :		
Sundry Creditors other than small scale industrial undertaking(s)	110,850	129,244
Unpaid Dividends #	4,937	4,908
Interest accrued but not due on loans	-	5,320
	115,787	139,472
Provisions :		
For Wealth Tax	38	21
For Gratuity and Other Staff Benefits	25,492	6,116
For Proposed Dividend	48,320	48,320
For Tax on Dividend	6,779	6,315
	80,629	60,772
Total	196,416	200,244

These figures do not include any amount, due and outstanding, to be credited to Investor Education and Protection Fund.

Schedule 12 : Miscellaneous Expenditure

Preliminary Expenses	-	672
Total	-	672

Schedules forming part of the Profit and Loss Account

	2004-2005		(Rs. in Thousand) 2003-2004	
	Rs.	Rs.	Rs.	Rs.
Schedule 13 : Income from Operations				
Income from Infrastructure Activity		416,295		316,304
Lease Income	82,617		87,474	
Less : Lease Equalisation	(31,207)		(34,341)	
		113,824		121,815
Total		530,119		438,119

Schedules forming part of the Profit and Loss Account

	2004-2005		(Rs. in Thousand)	
	Rs.	Rs.	Rs.	Rs.
Schedule 14 : Other Income				
Income from Long Term Investments :				
Other Investments				
Dividend	452		491	
Interest	102,546		144,757	
(Tax deducted at source Rs. Nil ;				
Previous Year Rs.22,258 thousand)				
Premium on Investments in Preference Shares	29,290		7,304	
		132,288		152,552
Dividend from Current Investments		615		-
Interest on Loans and Deposits		11,947		8,217
(Tax deducted at source Rs. 2,321 thousand ;				
Previous Year Rs.404 thousand)				
Profit on Sale of Assets		11,559		-
Miscellaneous Income		175		628
Total		156,584		161,397
Schedule 15 : Establishment and Other Expenses				
Salaries, Wages and Bonus	76,385		39,939	
Contribution to Provident Fund and Other Funds	5,443		2,384	
Employees' Welfare Expenses and other amenities	3,654		1,557	
		85,482		43,880
Stores and Spares Consumed		37,032		32,529
Repairs and Maintenance :				
- Plant and Machinery	7,550		8,405	
- Buildings	2		20	
- Others	2,337		2,214	
		9,889		10,639
Operating Expenses		99,308		110,182
Plant Utilities		6,000		6,000
Electric Power		180		420
Rent		22,003		23,687
Rates and Taxes		3,914		6,763
Insurance Charges		8,215		13,792
Professional Fees		7,288		6,377
Auditors' Remuneration		848		662
Lease Rent		7,084		7,084
Exchange Differences (Net)		15		-
Miscellaneous Expenses		6,121		9,492
Loss on Sale of Current Investments - Others		18		-
Provision for Dimunition in Current Investments		19		-
Provision for Doubtful Debts		-		918
Loss on Sale of Fixed Assets (Net)		368		696
Total		293,784		273,121
Schedule 16 : Interest				
Fixed Loans		48,954		70,759
Debentures		1,085		-
Others		243		2,281
Total		50,282		73,040

Schedule 17 : Significant Accounting Policies

1. Basis of preparation of Financial Statements :

- (i) The financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956, except for certain fixed assets, which have been revalued.
- (ii) The Company generally follows the mercantile system of accounting and recognises significant items of income and expenditure on accrual basis. However income from Construction Contracts is accounted on Completed Contract Method.

2. Use of Estimates :

The presentation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. The difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

3. Fixed Assets :

- (i) Fixed Assets are stated at cost and includes amounts added on revaluation, as reduced by accumulated depreciation and impairment loss, if any. All costs including financing costs, upto the date of commissioning and attributable to the fixed assets are capitalised.
- (ii) Compensation paid to various land owners / occupiers for acquisition of Right of User in the lands along the pipeline route under the Petroleum and Minerals Pipelines (Acquisition of Right of User in Lands) Act, 1962 has been included in Plant and Machinery.

4. Depreciation :

Depreciation on Fixed Assets is provided on straight line method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956 except that :

- (i) on plant and machinery comprising of transport facilities and monitoring systems (for petrochemical products and for raw water) and on construction machinery, depreciation has been provided on written down value method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.
- (ii) on revalued assets, depreciation has been provided on written down value method and charged over the residual life of the assets.
- (iii) the cost of leasehold land is amortised over the period of lease.
- (iv) cost of pipeline corridor structure is amortised over the residual life of the asset.

5. Impairment of Assets :

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

6. Revenue Recognition :

- (i) Revenue Income is recognised net of discount when no significant uncertainty as to its determination or realisation exists.
- (ii) Premium on Investments in Preference Shares is recognised as income over the maturity period of the Investment.

7. Foreign Currency Transactions :

- (i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.
- (ii) Monetary items denominated in foreign currencies, if any, at the end of the year are restated at year end rates.
- (iii) Non monetary foreign currency items are carried at cost.
- (iv) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss Account, except in cases where they relate to acquisition of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

8. Investments :

Current Investments are carried at the lower of cost and quoted / fair value, computed category wise. Long term investments are stated at cost. Provision for diminution in the value of long term investments is made only if such decline is other than temporary, in the opinion of the management.

9. Inventories :

Inventories are measured at lower of cost or net realisable value. Cost is determined on weighted average basis.

10. Lease Income :

In respect of fixed assets given on lease on or before 31.03.2001, the Company has followed guidance note on accounting for leases as recommended by the Institute of Chartered Accountants of India. Income from leased assets is accounted for in the year in which lease rentals fall due, by applying the interest rate implicit in the lease to the net investment in the lease during the period.

Significant Accounting Policies (continued)

In respect of fixed assets given on lease on or after 01.04.2001, the Company has followed Accounting Standard (AS) 19 on Leases issued by the Institute of Chartered Accountants of India. Initial direct cost in respect of finance leases are recognised immediately as expense in the Profit and Loss Account.

11. Lease Rent Expenditure :

Lease rentals relate to assets acquired on or before 31.03.2001 and are hence written off in the Profit and Loss Account on shorter of contractual period of lease or the useful life of the asset except for rentals pertaining to the period upto the date of commissioning of the assets which are capitalised.

12. Employee Retirement Benefits :

Company's contributions to Provident Fund and Superannuation Fund are charged to Profit and Loss Account. Gratuity and Leave Encashment benefit are charged to Profit and Loss Account on the basis of actuarial valuation as at year end.

13. Current Tax and Deferred Tax :

- Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.
- Deferred tax resulting from "timing difference" between the book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.

14. Borrowing Cost :

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

15. Provisions, Contingent Liabilities and Contingent Assets :

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the Notes on Accounts. Contingent Assets are neither recognised nor disclosed in the financial statements.

16. Preliminary Expenses :

Preliminary expenses are written off over a period of ten years.

Schedule 18 : Notes on Accounts

- Previous year's figures have been reworked, regrouped, rearranged and reclassified, wherever necessary. Accordingly, amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.
- Interest / Premium accrued on Investments include **Rs. Nil** (Previous Year Rs. 7,304 thousand), receivable from Reliance Infocomm Limited, a company under the same management.
- Loans and advances includes interest free loans of **Rs. 387 thousand** (Previous Year Rs. 783 thousand) given to various employees as per Company's policy. Maximum amount outstanding during the year - **Rs. 783 thousand** (Previous Year Rs. 1,056 thousand).
- Gross Block of Fixed Assets include **Rs. 530,088 thousand** (Previous Year Rs. 530,088 thousand) on account of revaluation of Fixed Assets carried out in the past. Consequent to the said revaluation there is an additional charge of depreciation of **Rs. 21,674 thousand** (Previous Year Rs. 27,318 thousand) and an equivalent amount has been withdrawn from General Reserve and credited to the Profit and Loss Account.
- Segment Information :**
The Company is mainly engaged in Infrastructure Activity. All activities of the Company revolve around this main business. As such, there are no separate reportable segments as per Accounting Standard on Segment Reporting (AS - 17).
- Related Party Disclosures :**
 - List of Related Parties with whom transactions have taken place and Relationships :

Name of the Related Party
Reliance Industries Limited

Nature of Relationship
Associate

Shri Bharat C. Gosalia
Shri Mahesh K. Kamdar
Shri Dilip V. Dherai

}

Key Managerial Personnel

Schedule 17 : Notes on Accounts (continued)

6. Related Party Disclosures (continued)

(ii) Transactions during the year with related parties :

a) With Associate :

Reliance Industries Limited

(Rs. in Thousand)

Sr. No.	Nature of Transaction (excluding reimbursements)	2004-2005		2003-2004	
		Rs.	Rs.	Rs.	Rs.
(1)	Unsecured Loans				
	Opening Balance		954,750		1,184,125
	Taken during the year		-		-
	Repaid during the year		604,750		229,375
	Closing Balance		350,000		954,750
(2)	Fixed Assets				
	Assets sold during the year		314		2,818
(3)	Sale of Assets		11,559		-
(4)	Sundry Debtors		72,140		22,674
(5)	Loans and Advances				
	Opening Balance		21,501		74,014
	Given during the year		-		-
	Recovered during the year		21,501		52,513
	Closing Balance		-		21,501
(6)	Sundry Creditors		35		-
(7)	Interest accrued but not due on loans		-		5,320
(8)	Income from Infrastructure Activity		367,324		212,651
(9)	Lease Income		6,192		10,863
(10)	Dividend on Other Investment		452		430
(11)	Establishment Expenses				
	Stores and Spares Consumed				
	- Purchase of Stores and Spares	-		612	
	- Sale of Stores and Spares	-		(1,423)	
			-		(811)
	Plant Utilities		6,000		6,000
(12)	Interest Expenses		18,169		70,759

b) With Key Managerial Personnel :

(Rs. in Thousand)

Sr. No.	Nature of Transaction (excluding reimbursements)	2004-2005		2003-2004	
		Rs.	Rs.	Rs.	Rs.
(1)	Establishment Expenses				
	Salaries, Wages and Bonus (Refer Note 11 (ii) to Schedule 18)				
	Shri Bharat C. Gosalia		1,726		1,572
	Shri Dilip V. Dherai		1,766		1,243

7. Fixed Assets taken on lease prior to 01.04.2001 amount to **Rs. 80,339 thousand** (Previous Year Rs.80,339 thousand). Future obligations towards lease rentals under the relevant lease agreement as on 31st March, 2005 amount to **Rs. 241 thousand** (Previous Year Rs. 322 thousand).

Schedule 17 : Notes on Accounts (continued)

8. Finance Lease Disclosures :

- (i) Reconciliation between total gross investments in lease and present value of minimum lease payments receivable as at balance sheet date in respect of assets given on finance lease on or after 01.04.2001:

(Rs. in Thousand)

	Total		Within one year		Later than one year and not later than five years		Later than five years	
	2004-2005 Rs.	2003-2004 Rs.	2004-2005 Rs.	2003-2004 Rs.	2004-2005 Rs.	2003-2004 Rs.	2004-2005 Rs.	2003-2004 Rs.
Future lease rental Receivables	27,569	57,736	7,951	30,167	19,618	27,569	-	-
Add : Unguaranteed residual value	-	7,741	-	7,741	-	-	-	-
Gross investment in lease	27,569	65,477	7,951	37,908	19,618	27,569	-	-
Less : Unearned finance income	1,370	10,687	141	8,597	1,229	2,090	-	-
Present value of minimum lease payments	26,199	54,790	7,810	29,311	18,389	25,479	-	-

- (ii) A general description of significant leasing arrangements :

- a) Assets are given on lease for periods ranging from three to six years.
b) Lease Rentals are charged on the basis of agreed rate of interest.

9. Earnings per Share :

	2004-2005	2003-2004
(i) Net Profit after tax available for equity shareholders (Rs. in thousand)	174,728	170,059
(ii) Weighted average of number of equity shares	1,51,00,000	1,51,00,000
(iii) Basic and Diluted Earnings per share (Rs) (Face value of Rs. 10/- each)	11.57	11.26

10. Deferred Tax :

The breakup of deferred tax liability as at 31st March, 2005 is as under :

Timing Differences on account of :	Rs.	2004-2005	(Rs. in Thousand)	
		Rs.	2003-2004	Rs.
(i) Deferred Tax Liability				
Related to Fixed Assets	213,422		272,584	
Unamortised Expenses	7,109		11,986	
Project Development Expenses	64		-	
		220,595		284,570
(ii) Deferred Tax Asset				
Finance Lease	15,185		17,122	
Loss / Diminution on Investments	3,102		3,293	
Provision for Doubtful Debts	309		329	
Expenditure U/s 43B of Income Tax Act, 1961	6,037		882	
		24,633		21,626
(iii) Deferred Tax (Net)		195,962		262,944

Schedule 18 : Notes on Accounts (continued)

11. Managerial Remuneration :

- (i) The Company has been advised that the computation of net profits for the purpose of managerial remuneration under Section 349 of the Companies Act, 1956 need not be enumerated, since no commission by way of percentage of profit is payable for the year to any of the Directors of the Company.
- (ii) Establishment and Other expenses includes Managerial Remuneration by way of :-

	2004-2005	(Rs. in Thousand) 2003-2004
	Rs.	Rs.
Salary and Allowances	3,195	2,543
Contribution to Provident Fund	164	154
Perquisites	133	118
Total	3,492	2,815

The above remuneration excludes provision for gratuity and leave encashment since these are based on actuarial valuation done on an overall company basis.

12. Project Development Expenditure : (In respect of projects upto 31st March, 2005)

	As at 31st March, 2005	(Rs. in Thousand) As at 31st March, 2004
	Rs.	Rs.
Rates and Taxes	150	-
Total	150	-

13. Auditors' Remuneration :

	2004-2005	(Rs. in Thousand) 2003-2004
	Rs.	Rs.
(i) Statutory Audit Fees	595	426
(ii) Tax Audit Fees	182	178
(iii) For Certification	71	58
Total	848	662

Schedule 18 : Notes on Accounts (continued)

14. Income Tax :

Income tax assessments of the Company are completed upto Assessment Year 2002-2003. The total demand raised by the Income Tax department upto the said assessment year is **Rs. 13,793 thousand** (Previous Year Rs. Nil)

15. Value of Imports on CIF basis in respect of :

Stores and Spares imported by the Company during the financial year is **Rs. 1,143 thousand** (Previous Year Rs. Nil)

16. Expenditure in Foreign Currency on account of :

	2004-2005	(Rs. in Thousand) 2003-2004
	Rs.	Rs.
i) Stores and Spares Consumed	1,195	-
ii) Travelling Expenses	118	173
iii) Other Matters	91	150

17. Additional Information :

	As at 31st March, 2005	(Rs. in Thousand) As at 31st March, 2004
	Rs.	Rs.
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	123	591
(ii) Contingent Liability in respect of claims against the Company not acknowledged as debts estimated at	1,200	774

18. Value of Stores and Spares Consumed :

	2004-2005		2003-2004	
	(Rs. in Thousand)	% of total Consumption	(Rs. in Thousand)	% of total Consumption
Imported	1,195	3.23	-	-
Indigenous	35,837	96.77	32,529	100.00
Total	37,032	100.00	32,529	100.00

Schedule 18 : Notes on Accounts (continued)

19. Balance Sheet Abstract and Company's General Business Profile :

I. Registration Details

Registration Number State Code

Balance Sheet Date

II. Capital raised during the year (Rs. in Thousand)

Public Issue Rights Issue

Bonus Issue Private Placements

III. Position of Mobilisation and Deployment of Funds (Rs. in Thousand)

Total Liabilities Total Assets

SOURCES OF FUNDS :

Paid up Capital Reserves and Surplus

Secured Loans Unsecured Loans

Deferred Tax

APPLICATION OF FUNDS :

Net Fixed Assets Investments

Net Current Assets Miscellaneous Expenditure

IV. Performance of Company (Rs. in Thousand except, per share data)

Gross Turnover Total Expenditure

Profit Before Tax Profit After Tax

Earnings per share in Rs. Dividend Rate %

V. Generic Names of Principal Products / Service of the Company (As per monetary terms)

Item Code No. (ITC Code)

Product Description and

As per our Report of even date

For Chaturvedi & Shah
Chartered Accountants

H.P. Chaturvedi
Partner

For and on behalf of the Board

Satyapal Jain

Chairman

Sandeep H. Junnarkar
S.C. Malhotra }

Directors

Bharat C. Gosalia

Executive Director and President

Dilip V. Dherai

Executive Director - Projects

N. Shanker

Company Secretary

Mumbai,
Dated : 23rd April, 2005

Cash Flow Statement for the year ended 31st March, 2005

	2004-2005		(Rs. in Thousand) 2003-2004	
	Rs.	Rs.	Rs.	Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit as per Profit and Loss Account		174,728		170,059
Adjusted for :				
Tax Provision	60,710		13,031	
Deferred Tax Provision	(66,982)		(124,152)	
(Profit) / Loss on Sale of Assets	(11,559)		-	
(Profit) / Loss on Sale of Fixed Assets (Net)	368		696	
Loss on Sale of Current Investments - Others	18		-	
Provision for Diminution in Current Investment	19		-	
Depreciation	195,855		221,735	
Lease Equalisation	(31,207)		(34,341)	
Transferred from General Reserve	(21,674)		(27,318)	
Dividend Income	(1,067)		(491)	
Interest / Other Income	(143,958)		(160,906)	
Lease Rent written off	7,084		7,084	
Preliminary Expenses written off	672		989	
Interest Expenses	50,282		73,040	
		38,561		(30,633)
Operating profit before working capital changes		213,289		139,426
Adjusted for :				
Trade and Other Receivables	18,775		141,413	
Inventories	(3,937)		(584)	
Trade and Other Payables	13,605		(44,508)	
		28,443		96,321
Cash generated from operations		241,732		235,747
Taxes paid		(62,337)		(2,121)
Net Cash from Operating Activities		179,395		233,626
B. CASH FLOW FROM INVESTMENT ACTIVITIES :				
Purchase of Fixed Assets	(2,415)		(4,318)	
Sale of Fixed Assets	585		3,436	
Purchase of Investments	(99,596)		(941,716)	
Sale of Investments	561,982		987,822	
(Increase) / Decrease in Loans	(529,537)		(19,041)	
Dividend Income	1,066		430	
Interest / Other Income	48,716		107,040	
Net Cash used in Investing Activities		(19,199)		133,653
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Repayment of Long Term Borrowings	(1,154,750)		(229,375)	
Proceeds from Long Term Borrowings	1,100,000		-	
Repayment of Finance Lease Liabilities	(80)		(80)	
Dividend Paid	(54,606)		(54,153)	
Interest Paid	(55,602)		(77,469)	
Net cash used in Financing Activities		(165,038)		(361,077)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)		(4,842)		6,202
Opening Balance of Cash and Cash Equivalents		15,605		9,403
Closing Balance of Cash and Cash Equivalents		10,763		15,605

As per our Report of even date

For Chaturvedi & Shah
Chartered Accountants

H.P. Chaturvedi
Partner

For and on behalf of the Board

Satyapal Jain

Chairman

Sandeep H. Junnarkar }
S.C. Malhotra

Directors

Bharat C. Gosalia

Executive Director and President

Dilip V. Dherai

Executive Director - Projects

Mumbai,
Dated : 23rd April, 2005

N. Shanker

Company Secretary

Shareholders' Referencer*

Contents

32	At a Glance
32	Investor Service and Grievance Handling Mechanism
33	Matters Relating to Shareholders
33	I. Dividend
	(A) Course of Action in case of Non-receipt of Dividend, Revalidation of Dividend Warrants etc.
	(B) Payment of Dividend through ECS Facility
	(C) Unclaimed Dividend
35	II. Dematerialisation /Rematerialisation of Shares
36	III. Nomination Facility
36	IV. Transfer /Transmission /Transposition / Duplicate Certificates etc.
37	V. Miscellaneous
	(A) Change of address
	(B) Change of name
	(C) Authority to another person to deal with shares
38	VI. Shareholders' General Rights
38	VII. Duties /Responsibilities of Investors
38	VIII. General Safeguards
38	Initiatives Taken by the Company
39	Information Regarding Tax on Dividend and Sale of Shares
40	Contact Details

Annexures

41	1. List of Investor Service Centres
42	2. ECS Mandate Form
43	3. Nomination Form (Form 2B)
45	4. Claim Form for receiving unpaid dividend from General Revenue Account of the Central Government

***This referencer has been prepared to facilitate shareholders to understand the procedures involved in completing various investor-related transactions expeditiously and properly. It is also endeavoured to provide the related forms and other information that may be required by shareholders.**

At a Glance

- Presently, the Company has about 21,000 folios of shareholders holding Equity Shares in the Company.
- Face value of the Company's Equity Shares is Rs. 10/-
- The Company's Equity Shares are under compulsory trading in demat form only.
- Over 91% of the Company's Equity Shares are held in demat form.
- The Company's Equity Shares are freely transferable except as may be required statutorily.
- Karvy Computershare Private Limited, Hyderabad, an ISO 9002 Registrar, is the Share Transfer Agent of the Company.
- The Company's Equity Shares are listed on the National Stock Exchange of India Limited (NSE) and the Stock Exchange, Mumbai (BSE).

Investor Service and Grievance Handling Mechanism

All share related matters viz., transfer, transmission, transposition, nomination, dividend, change of name / address /signature, registration of mandate /Power of Attorney, replacement /split / consolidation /demat /remat of shares, issue of duplicate certificates etc. are being handled by the Company's Share Transfer Agent (STA) **M/s. Karvy Computershare Private Limited (Karvy)** Karvy, the largest Registrar in the country having a vast number of Investor Service Centres across the country, discharges investor service functions effectively and expeditiously.

Investors are requested to correspond directly with Karvy, on all share related matters. List of Investor Service Centres of Karvy is enclosed as **Annexure-1**.

The Company has an established mechanism for investor service and grievance handling, with Karvy and the Compliance Officer appointed by the Company for this purpose being the important functional nodes. The Company has appointed a firm of Chartered Accountants as Internal Securities Auditors to concurrently audit the transactions and communication with investors, regulatory and other concerned authorities.

The Company has prescribed service standards for various investor related activities being handled by Karvy, which are covered in the section on 'Initiatives Taken by the Company'. Any deviation therefrom is examined by the Internal Securities Auditors who also advise the corrective actions thereon and inform the Company on the matters on a monthly basis.

The Board of Directors of the Company has constituted a Shareholders'/ Investors' Grievance Committee (the Committee) which, inter alia, approves issue of duplicate certificates and oversees and reviews all matters

connected with securities transfers and other processes. The Committee also looks into redressal of shareholders' complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc. The Committee oversees performance of the STA and recommends measures for overall improvement in the quality of investor services. The summary statement of investor-related transactions and details are also considered by the Board of Directors of the Company.

Members may kindly note that as per prevailing SEBI Regulations, Depository Participant (DP) acts as the interface between the Company and the Members who are holding shares in demat form, for the following issues:

1. Recording/ Change in Address of the Member;
2. Recording/ Change in Bank Account details;
3. Opting for/ opting out of, the facility of payment of Dividends through ECS;
4. Recording/ Change in the Nomination for the Shares;
5. Request for Dematerialisation of Shares;
6. Request for Rematerialisation of Shares;
7. Creation/ removal of Pledge on the Shares;

The Company, statutorily, cannot act upon the instructions directly received from the Members, on the above matters and it is therefore advised that the Members, holding shares in demat form, should approach their respective DPs, for the same.

Matters Relating to Shareholders

I. Dividend

(A) Course of Action in case of Non-receipt of Dividend, Revalidation of Dividend Warrant etc.

What should a shareholder do in case of non-receipt of dividend?

Shareholders may write to the Company's STA furnishing the particulars of the dividend not received and quoting the folio number/client ID particulars (in case of dematerialised shares). The STA shall check the records and issue duplicate dividend warrant if the dividend remains unpaid in the records of the Company after expiry of the validity period of the warrant. The Company would request the concerned shareholders to execute an indemnity before issuing the duplicate warrant.

If the validity period of the lost dividend warrant has not expired, shareholders will have to wait till the expiry date since duplicate warrant cannot be issued during the validity of the original warrant. On expiry of the validity period, if the dividend warrant is still shown as unpaid in records of the Company, duplicate warrant will be issued.

However, duplicate warrants will not be issued against those shares wherein a 'stop transfer indicator' has been instituted either by virtue of a complaint or by law, unless the procedure for releasing the same has been completed.

No duplicate warrant will be issued in respect of dividends which have remained unpaid /unclaimed for a period of seven years in the unpaid dividend account of the Company as they are required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government.

Why do the shareholders have to wait till the expiry of the validity period of the original warrant?

Since the dividend warrants are payable at par at several centers across the country, banks do not accept 'stop payment' instructions. Hence, shareholders have to wait till the expiry of the validity of the original warrant.

What is the procedure for revalidation of dividend warrants?

Shareholders who have not encashed their dividend warrants within the validity period may send their request of revalidation to the Company's STA enclosing the said dividend warrants. The Company's STA will after due verification of the records, issue a revalidated dividend warrant.

How can a bank or any other person be authorised to receive dividends on behalf of shareholders?

Shareholders may write to the Company's STA furnishing the name and address of the authorized person/bank alongwith folio number and current communication address. The Company's STA will dispatch the respective shareholders' dividend warrants to the concerned person / bank. This facility is applicable only for the shareholders holding shares in physical form.

(B) Payment of dividend through Electronic Clearing Service (ECS)

What is payment of dividend through ECS Facility and how does it operate?

Reserve Bank of India's Electronic Clearance Service (ECS) Facility provides investors an option to receive dividend /interest directly in their bank accounts rather than receiving the same through post. Under this option, investor's bank account is directly credited and an advice thereof is issued by the Company after the transaction is effected. The concerned bank branch credits investor's account and indicate the credit entry as "ECS" in his / her pass book /statement of account. If any investor maintains more than one bank account, payment can be received at any one of his /her accounts as per the preference of the investor. The investor does not have to open a new bank account for the purpose.

What are the benefits of ECS Facility?

Some of the major benefits of ECS Facility are:

- Prompt credit to the bank account of the investor through electronic clearing at no extra cost.
- Exposure to delays /loss in postal service avoided.
- As there can be no loss in transit of warrants, issue of duplicate warrants is avoided.
- Fraudulent encashment of warrants is avoided.

Where all the ECS Facility is available?

ECS Facility is presently made available to the investors residing at 15 centres, viz., Ahmedabad, Bangalore, Bhubhaneshwar, Chandigarh, Chennai, Hyderabad, Jaipur, Kanpur, Kolkata, Mumbai, Nagpur, New Delhi, Patna, Pune and Thiruvananthapuram.

How to avail of ECS Facility?

Investors holding shares in physical form may send their ECS Mandate Form, duly filled in, to the Company's STA. ECS Mandate Form is enclosed as **Annexure - 2** for immediate use of investors. The Form may also be downloaded from the STA's website under the section "Registrar Services → Investors" at www.karvy.com. However, if shares are held in dematerialised form, ECS mandate has to be sent to the concerned Depository Participant (DP) directly, in the format prescribed by the DP.

Why cannot the Company take on record bank details in case of dematerialised shares?

As per the Depository Regulations, the Company is obliged to pay dividend on dematerialised shares as per the details furnished by the concerned DP. The Company cannot make any change in such records received from the Depository.

Can ECS Facility be opted out by investors?

ECS would be an additional mode of payment. Investors would have the right to opt out from this mode of payment by giving an advance notice of four weeks either to the Company's STA or to the concerned DP, as the case may be.

(C) Unclaimed Dividend

What are the statutory provisions governing unclaimed dividend?

Prior to amendment of Section 205A and enactment of Section 205C by the Companies (Amendment) Act, 1999 effective October 31, 1998, companies were required to transfer to the general revenue account of the Central Government any moneys transferred to the 'unpaid dividend account' which remained unpaid or unclaimed for a period of 3 years from the date of transfer to the unpaid dividend account.

With effect from October 31, 1998, any moneys transferred to the 'unpaid dividend account' of the Company and remaining unpaid or unclaimed for a period of 7 years from the date of such transfer shall have to be transferred to the Investor Education and Protection Fund (IEPF). Investors are requested to note that no claims shall lie against the Company or IEPF for any moneys transferred to IEPF in accordance with the provisions of Section 205C of the Companies Act, 1956.

What is the status of unclaimed and unpaid dividend for different years?

In view of the statutory provisions, as aforesaid, the status of unclaimed and unpaid dividend of the Company is captured in the following Charts :

Chart 1

Status of unclaimed and unpaid dividend for different years :

	Dividend for 1993-94 or before	Dividend for 1994-95 to 1996-97	Dividend for 1997-98 and thereafter
Transfer of unpaid dividend	Transferred to General Revenue Account of the Central Government	Transferred to Central Government's Investor Education and Protection Fund (IEPF)	Will be transferred to IEPF on due date(s)
Claims for unpaid dividend	Can be claimed from ROC, Maharashtra*	Cannot be claimed	Can be claimed from the Company's STA within the time limits provided in Chart 2.

Chart 2

Information in respect of unclaimed and unpaid dividends declared for 1997-98 and thereafter :

Financial year ended	Date of declaration of Dividend	Last date for claiming unpaid Dividend
31.03.1998	02.09.1998	01.09.2005
31.03.1999	22.09.1999	21.09.2006
31.03.2000	29.03.2000	28.03.2007
31.03.2001	28.06.2001	27.06.2008
31.03.2002	25.06.2002	24.06.2009
31.03.2003	06.09.2003	05.09.2010
31.03.2004	25.09.2004	24.09.2011

*Shareholders who have not encashed their dividend warrant(s) relating to one or more of the financial year(s) up to and including 1993-94 are requested to claim such dividend from the Registrar of Companies, Maharashtra, CGO Complex, 2nd Floor, "A" Wing, CBD-Belapur, Navi Mumbai - 400 614, Telephone (022) 2757 6802, in Form II of the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978. A specimen of the said Claim Form is enclosed as **Annexure - 4**.

II. Dematerialisation / Rematerialisation of Shares

What is dematerialisation of shares?

Dematerialisation (Demat) is the process by which securities held in physical form evidencing the holding of securities by any person are cancelled and destroyed and the ownership thereof is entered into and retained in a fungible form on a depository by way of electronic balances.

Demat facilitates paperless trading whereby securities transactions are executed electronically whereby reducing / mitigating possibility of loss of related documents and /or fraudulent transactions.

Trading in demat form is regulated by the Depositories Act, 1996 and is monitored by the Securities and Exchange Board of India (SEBI). The two depositories presently functioning in India are National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Why dematerialise shares?

1. Trading in Compulsory Demat

SEBI has notified various companies, including RIL whose shares shall be traded in demat form only. By virtue of such notification, the shares of the Company are also subject to compulsory trading in demat form on the Stock Exchanges.

2. Benefits of Demat

- Immediate transfer of shares.
- No formal registration required.
- No stamp duty applicable.
- No additional holding/transaction cost to Shareholders pursuant to SEBI directions of January 28, 2005.
- No requirement for approval of Board of Directors of the Company for transfers.
- Quick settlements.
- Shareholders need not worry about the space required for preserving certificates especially in case of large holdings.
- Avoidance of problems like loss in transit, theft, mutilation, forging of share certificates.
- Widely accepted for pledging against borrowings with lower interest rates.
- SEBI Guidelines prescribe further issues in electronic mode only.
- Facilitates the Company to determine entitlements easily and faster.
- Details of investors are obtained from the Beneficiary Position (Benpos) and hence cannot be manipulated by Companies.

- Dematerialised shares can be rematerialised or changed into physical form whenever the shareholder so desires.

How to dematerialise shares?

The procedure for dematerialising shares is as under:

- Open Demat Account with a DP registered with SEBI.
- Submit Demat Request Form (DRF) as given by the DP, duly signed by all the holders with the names and signature in the same order as appearing in the concerned certificate(s) and the Company records, alongwith requisite documentary proof.
- Obtain acknowledgment from the DP on handing over the share certificate(s).
- Dematerialisation of shares is to be completed within 21 days of the receipt of the requisite document from DP. Service standard prescribed by the Company for completing demat process is 3 days.
- Receive a confirmation statement of holdings from the DP. Statement of holdings is sent by the DPs from time to time. Presently, confirmation is given by DPs on an immediate basis through email or SMS facilities, thus enabling shareholders to further trade in the securities immediately.

Shareholders should not send share certificate(s)/ documents to the Company /Company's STA directly.

Additional information on the matter may be received from -

Demat Advisory Cell
Karvy Computershare Private Limited
46, Avenue 4, Street No.1
Banjara Hills
Hyderabad 500 034, India
Telephone Nos : 040 2332 0666 /
2332 0711 / 2332 3031 / 2332 3037
e-mail : rilnkm@karvy.com

Karvy has been advised by the Company to facilitate shareholders in dematerialising shares.

How to get dividend on dematerialised shares? Will such shareholders be eligible for receiving Annual Report every year and also to attend General Meetings?

Dividend of shareholders holding shares in dematerialised form will be credited through ECS to the bank accounts as opted by them while opening the Beneficiary Accounts with the DP. In other cases, dividend warrants will be despatched to them with the bank account details, as furnished by the Depositories, printed thereon.

Holding shares in dematerialised form will not affect the rights of the Shareholders. They, as members of the Company, will be entitled to receive Annual Report, attend General Meetings and participate and vote thereat to the extent of their entitlement.

Is pledge of dematerialised shares possible?

Dematerialised shares can be pledged for the purpose of availing of any funding /loan arrangement with a bank.

What is rematerialisation of shares?

It is the process through which shares held in demat form are converted into physical form in the form of share certificate(s).

What is the procedure for rematerialisation of shares?

- Shareholder should submit duly filled in Rematerialisation Request Form (RRF) to the concerned DP.
- DP intimates the relevant Depository of the request through the system.
- DP submits RRF to the Company's STA.
- Depository confirms rematerialisation request to the Company's STA.
- The Company's STA updates accounts and prints certificate(s) and informs the Depository.
- Depository updates the Beneficiary Account of the shareholder by deleting the shares so rematerialised.
- Share certificate(s) is dispatched to the shareholder.

III. Nomination Facility

What is nomination facility and to whom it is more useful? What is the procedure of appointing a nominee?

Section 109A of the Companies Act, 1956 provides the facility of nomination to share /debenture holders. This facility will be very useful for individuals holding shares / debentures in sole name. In the case of joint holding of shares /debentures by individuals, nomination will be effective only in the event of the death of all joint holders.

Investors especially those who are holding shares / debentures in single name, are advised to avail of the nomination facility by submitting the prescribed Form 2B to the Company's STA. Form 2B is enclosed as **Annexure - 3** for immediate use of investors. The Form may also be downloaded from the STA's website under the section "Registrar Services → Investors" at www.karvy.com.

However, if shares / debentures are held in dematerialised form, nomination has to be registered with the concerned DP directly, as per the format prescribed by the DP.

Who can appoint a nominee and who can be appointed as a nominee?

Individual shareholders holding the shares /debentures in single name or joint names can appoint a nominee. While an individual can be appointed as a nominee, a trust, society, body corporate, partnership firm, karta of HUF or a power of attorney holder will not be nominee(s). Minors can, however, be appointed as a nominee.

How to avail of nomination facility for more than one folio?

There can be only one nomination for one folio. Folios having different order or combination of names of shareholders will require separate nominations.

Can a nomination once made be revoked / varied?

It is possible to revoke /vary a nomination once made. If nomination is made by joint holders, and one of the joint holders dies, the remaining joint holder(s) can make a fresh nomination by revoking the existing nomination.

Are the joint holders deemed to be nominees to the shares?

Joint holders are not nominees; they are joint holders of the relevant shares having joint rights on the same. In the event of death of any one of the joint holders, the surviving joint holder(s) of the shares is /are the only person(s) recognised under law as holder(s) of the shares.

What rights are conferred on the nominee and how can he exercise the same?

The nominee is entitled to all the rights of the deceased shareholder to the exclusion of all other persons. In the event of death of the shareholder, all the rights of the shareholder shall vest in the nominee. The nominee is required to apply to the Company by reporting the death of the nominator along with the death certificate.

The nominee has an option to decide to register himself as a shareholder or he could send an application to have the shares transferred to any other person to whom the nominator could have otherwise transferred the shares. If the nominee opts to transfer the shares to a third party, he should submit to the Company's STA the transfer deed(s) duly stamped and executed accompanied by the relevant certificate(s) and other documentary proof(s).

If shares are held in dematerialised form, nomination has to be registered with the concerned DP directly, as per the format prescribed by the DP.

IV. Transfer / Transmission / Transposition / Duplicate Certificates etc.

How to get shares registered in favour of transferee(s)?

Transferee(s) need to send share certificate(s) along with share transfer deed, duly filled in, executed and affixed with share transfer stamps, to the Company's STA. It takes about 7 days for the Company's STA to process the transfer although the statutory time limit fixed for completing a transfer is one month.

The Government of India, Ministry of Finance, Department of Revenue has fixed the Stamp Duty on Transfer (whether with or without consideration) of shares at the rate of twenty five paise (25 paise) for every hundred rupees or part thereof of the market value

of the shares on the date of execution of the transfer deed. The transfer deed is valid for a period of one year from the date of registration or till the book closure date, whichever is later.

In case of dematerialised shares, the shares are credited to the purchaser's account by the respective Depository Participant under the directions of the concerned Depository. Presently, transfer of dematerialised shares does not attract stamp duty.

How to get shares registered which are received by way of gift? Does it attract stamp duty?

The procedure for registration of shares gifted is same as the procedure for a normal transfer. The stamp duty payable for registration of gifted shares would be @25 paise for every Rs 100/- or part thereof, of the face value or the market value of the shares prevailing as on the date of the document, if any, conveying the gift or the date of execution of the transfer deed, whichever is higher.

What is the procedure for getting shares in the name of surviving shareholder(s), in the event of death of one shareholder?

The surviving shareholder(s) will have to submit a request letter supported by an attested copy of the Death Certificate of the deceased shareholder and accompanied by the relevant share certificate(s). The Company's STA on receipt of the said documents and after due scrutiny will delete the name of deceased shareholder from its records and return the share certificate(s) to the surviving shareholder(s) with necessary endorsement.

If a shareholder who holds shares in his sole name dies without leaving a Will, how can his legal heir(s) claim the shares?

The legal heir(s) should obtain a Succession Certificate or Letter of Administration with respect to the shares and send a true copy of the same, duly attested, alongwith a request letter, transmission form, and the share certificate(s) in Original, to the Company's STA for transmission of the shares in his /their name(s).

In case of a deceased shareholder who held shares in his / her own name (single) and had left a Will, how do the legal heir(s) get the shares transmitted in their name(s)?

The legal heir(s) will have to get the Will probated by the Court of competent jurisdiction and then send to the Company's STA the probated copy of the Will, alongwith relevant details of the shares, the relevant share certificate(s) in Original and transmission form for transmission of the shares in his /their name(s).

How can the change in order of names (i.e. transposition) be effected?

Share certificates alongwith a request letter duly signed by all the joint holders may be sent to the Company's STA for change in order of names, known as 'transposition'. Transposition can be done only for the entire holdings under a folio and therefore, requests for transposition of part holding cannot be accepted by the Company /STA.

What is the procedure for obtaining duplicate share certificate(s) in case of loss / misplacement of original share certificate(s)?

Shareholders who have lost / misplaced share certificate(s) should inform the Company's STA, immediately about loss of share certificate(s) quoting their folio number and details of share certificate(s), if available. The STA shall immediately mark a 'stop transfer' on the folio to prevent any further transfer of shares covered by the lost share certificate(s).

It is recommended that the shareholders should lodge a FIR with the police regarding loss of share certificate(s). They should send their request for duplicate shares to the Company's STA. Documents required to be submitted alongwith the application include Indemnity Bond, Surety Form, copy of FIR, Memorandum of Association and Certified Copy of Board Resolution (in case of companies).

What should a shareholder do in case he finds the original share certificate(s) after receipt of duplicate share certificate(s)?

Such a shareholder is requested to surrender the original share certificate(s), after cancellation, to the Company's STA immediately if the duplicate share certificate(s) have been issued to him. Further, as the shareholder has been issued duplicate share certificate(s), he would be liable to indemnify any innocent third party(ies) purchasing the original share certificate(s), directly or indirectly, with or without the knowledge of the original shareholder, as it tantamounts to passing of adverse title.

V. Miscellaneous

(A) Change of address

What is the procedure to get changes in address registered in the Company's records?

Shareholders holding shares in physical form, may send a request letter duly signed by all the holders giving the new address alongwith Pin Code. Shareholders are also requested to quote their folio number and furnish proof such as attested copies of Ration Card /PAN Card / Passport /Latest Electricity or Telephone Bill /Lease Agreement etc. If shares are held in dematerialised form, information about change in address needs to be sent to the DP concerned.

Can there be multiple addresses for a single folio?

There can only be one registered address for one folio.

(B) Change of name

What is the procedure for registering change of name of shareholders?

Shareholders may request the Company's STA for effecting change of name in the share certificate(s) and records of the Company. Original share certificate(s) along with the supporting documents like marriage certificate, court order etc. should be enclosed. The Company's STA, after verification, will effect the change of name and send the share certificate(s) in the new name of the shareholders. Shareholders holding shares in demat form, may request the concerned DP in the format prescribed by DP.

(C) Authority to another person to deal with shares

What is the procedure for authorising any other person to deal with the shares of the Company?

Shareholders need to execute a Power of Attorney in favour of the concerned person and submit a notarised copy of the same to the Company's STA. After scrutiny of the documents, the STA shall register the Power of Attorney and inform the shareholders concerned about the registration number of the same.

VI. Shareholders' General Rights

- To receive not less than 21 clear days notice of general meetings unless consented for a shorter notice.
- To receive notice and forms for Postal Ballots in terms of the provisions of the Companies Act, 1956 and the concerned Rules issued thereunder.
- To receive copies of Balance Sheet and Profit and Loss Account along with all annexures / attachments (Generally known as Annual Report).
- To participate and vote at general meetings either personally or through proxy (proxy can vote only in case of a poll).
- To receive dividends and other corporate benefits like bonus, rights etc. duly approved.
- To demand poll on any resolution at a general meeting in accordance with the provisions of the Companies Act, 1956.
- To inspect statutory registers and documents as permitted under law.

VII. Duties / Responsibilities of Investors

- To remain abreast of corporate developments, company specific information and take informed investment decision(s).

- To be aware of relevant statutory provisions and ensure effective compliance therewith.
- Not to indulge in fraudulent and unfair trading in securities nor to act upon any unpublished sensitive information.
- To participate effectively in the proceedings of shareholders'/ debentureholders' meetings.
- To respond to communications seeking shareholders' approval through Postal Ballot.
- To respond to communications of SEBI/ Depository / Depository Participant / Brokers/ Sub-brokers / Other Intermediaries / Company, seeking investor feedback / comments.

VIII. General Safeguards

In pursuit of the Company's objective to mitigate /avoid risks while dealing with securities and related matters, the following are certain general safeguards suggested for investors to follow :

- Folio number (DP ID number in respect of dematerialised securities) should not be disclosed to unknown persons. Signed blank transfer deeds (delivery instruction slips in respect of dematerialised shares) should not be given to unknown persons.
- Off-market deals and dealings with / through unregistered intermediaries should be avoided. It exposes investor to the counter-party risk.
- Demat account should not be kept dormant for long; periodic statement of holdings should be obtained from the concerned DP and holdings verified.
- Correspondence containing certificates of securities and high value dividend /interest warrants / cheques /demand drafts should not be sent by ordinary post.
- A valid Contract Note /Confirmation Memo should be obtained from the broker /sub-broker, within 24 hours of execution of the trade and it should be ensured that the Contract Note /Confirmation Memo contains Order no., trade no., trade time, quantity, price, brokerage.
- Investors should restrain themselves from indulging into insider trading and fraudulent trading practices.
- Investors should convert their physical holdings of securities into demat holdings.

Initiatives Taken by the Company

Setting New Benchmarks in Investor Service

The service standards that have been set by the Company for various investor related transactions / activities are as follows:

(A) Registrations

Sr. Particulars No.	Service Standards (No. of working days)
1 Transfers	7
2 Transmission	4
3 Transposition	4
4 Deletion of Name	3
5 Folio Consolidation	3
6 Change of Name	3
7 Demat	3
8 Remat	3
9 Issue of Duplicate shares	35
10 Replacement	3

(B) Correspondence

Sr. Particulars No.	Service Standards (No. of working days)
---------------------	---

Queries / Complaints

1 Non-receipt of Annual Reports	2
2 Non-receipt of Dividend Warrants	4
3 Non-receipt of Certificate	2

Event Related

1 TDS certificate related	2
2 Others	2

Requests

1 Change of Address	2
2 Revalidation of Dividend Warrants	3
3 Bank Mandate /Details	2
4 Nomination	2
5 Power of Attorney	2
6 Multiple Queries	4

Increasing Electronic (Dematerialised) Shareholding

The Company's STA, has introduced 2 new schemes for opening of DP Account for RIIL shareholders at concessional rate based on the total number of shares held in physical form. Details of these schemes may be received from the Company's STA.

Undelivered Share Certificates and Warrants

The Company with the help of its STA has been engaged in a continuous exercise of tracking investors who could not be reached at their existing address.

Intimation Letters to Investors

The Company gives an opportunity by sending intimation letters, twice a year, to investors for claiming their outstanding dividend amount which is due for transfer to Investor Education and Protection Fund.

Information Regarding Tax on Dividend and Sale of Shares

The provisions relating to tax on dividend and sale of shares are provided for ready reference of Shareholders:

- Short Term Capital Gains (STCG) tax is payable @10% and surcharge (@10% above income level of Rs 10 Lac) together with education cess @2%, by the shareholders in case shares are sold within 12 months from the date of purchase provided that sale transaction is chargeable to securities transaction tax.
- In other cases, STCG will be liable to tax @30% plus surcharge plus education cess.
- Long Term Capital Gains (LTCG) arising out of sale of equity shares is exempt from tax provided that sale transaction is chargeable to securities transaction tax.
- In other cases, LTCG will be liable to tax @20% of the indexed capital gains or 10% of the amount of capital gains without indexation plus surcharge plus education cess.
- Securities Transaction Tax (STT) is payable as under-
 - @0.1% on the purchase or sale of an equity share in a company, where (a) the transaction of such purchase or sale is entered into in a recognised stock exchange and (b) the contract for such purchase or sale is settled by the actual delivery or transfer of such share.
 - @0.02% on the sale of an equity share in a Company, where (a) the transaction of such sale is entered into in a recognised stock exchange and (b) the contract for sale of such share is settled otherwise than by the actual delivery or transfer of such share.

Contact Details

Depositories

National Securities Depository Limited (NSDL)

Trade World, 4th floor
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai 400 013
Tel 022 2499 4200
Fax 022 2497 2993 / 2497 6351
info@nsdl.co.in

Central Depository Services (India) Limited (CDSL)

Phiroze Jeejeebhoy Towers
16th floor, Dalal Street
Mumbai 400 001
Tel 022 2272 3333
Fax 022 2272 3199 / 2272 2072
investors@cdslindia.com

Share Transfer Agent

Karvy Computershare Private Limited

46, Avenue 4, Street No.1
Banjara Hills
Hyderabad 500 034
Tel 040 2332 0666 / 2332 0711 / 2332 3037
Fax 040 2332 3058
riilnkm@karvy.com

Securities and Exchange Board of India (SEBI)

Mittal Court 'B' Wing, 1st Floor
224, Nariman Point
Mumbai 400 021
Tel 022 2285 0451 - 56
Fax 022 2204 5633 / 2202 1073
iggc@sebi.gov.in

Securities and Exchange Board of India Office of Investor Assistance and Education

Exchange Plaza, Wing II, 4th Floor
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051
Tel 022 2659 8509
Fax 022 2659 8514 / 18
iggc@sebi.gov.in

Registrar of Companies

2nd Floor, Hakoba Mills Compound
Dattaram Lad Marg
Kalachowki
Mumbai 400 033
Tel 022 2378 2497
rocbom.sb@sb.nic.in

Company Law Board

(Western Region Bench)
NTC House
N.M.Marg Ballard Estate
Mumbai 400 023
Tel 022 2266 0757 / 2261 1456

Regional Director (Western Region)

Everest, 5th Floor
100, Marine Drive
Mumbai 400 002
Tel 022 2281 7259
Fax 022 2281 2389
rdwest@sb.nic.in

The Stock Exchange Mumbai (BSE)

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
Tel 022 2272 1233 / 4
Fax 022 2272 1919
isc@bseindia.com

National Stock Exchange of India Limited (NSE)

"Exchange Plaza "
Bandra-Kurla Complex
Bandra (E), Mumbai 400 051
Tel 022 2659 8100 / 8114
Fax 022 2659 8120
cc_nse@nse.co.in

General Shareholder Information covering inter alia listing details, stock market data, the Company's share price performance etc. is provided in the Report on Corporate Governance forming part of the Annual Report.

NOTE :

The terms 'shareholders' and 'investors' have been used interchangeably.

The contents of this Referencer are for the purpose of general information of readers; for full particulars / provisions, readers are advised to refer to the relevant Acts / Rules / Regulations / Guidelines / Clarifications.

Annexure 1 to Shareholders' Referencer

List of Investor Service Centres of Karvy Computershare Private Limited

SR. No.	CITY / CENTRE	STD CODE	PHONE - OFFICE	FAX	SR. No.	CITY / CENTRE	STD CODE	PHONE - OFFICE	FAX
1	AGRA	0562	2526660 to 63	2526663	45	KOLKATA	033	24634787 to 89, 24647231, 24647232, 24644881	24644866, 24634787
2	AHMEDABAD	079	26420422 / 26400527 / 28	26565551	46	LUCKNOW	0522	2236820 to 28	2236826
3	ALIGARH	0571	2509106 to 08	2429272	47	MADURAI	0452	2350855, 2350852 to 854	2350856
4	ALLAHABAD	0532	2561073 to 74	2561073	48	MANGALORE	0824	2492302, 2496332, 2492901	2496352
5	ANANTAPUR	08554	249601 / 249607 / 249608	-	49	MATTANCHERRY	0484	2223243	-
6	ANKLESHWAR	02646	243291 / 243292 / 243392 / 243955	-	50	MUMBAI	022	26730799 / 843 / 311 / 867 / 153 / 292	26730152
7	AURANGABAD	0240	2363517 / 23 / 24 / 30	-	51	MUMBAI	022	30325600, 30325624, 30325645	2285731
8	BANGALORE	080	26621192 / 26621193	26621169	52	MYSORE	0821	2524292, 2524294	2524293
9	BAREILLY	0581	-	2476797	53	NADIAD	0268	2563210 / 2563245 / 2563248	-
10	BELGAUM	0831	2402544 / 2402722 / 2402880	2402933	54	NASIK	0253	2577811, 5602542, 5602543, 5602544	-
11	BELLARY	08392	254531, 254532	254533	55	NELLORE	0861	2349935 / 2349936 / 2349937	2349939
12	BHARUCH	02642	242082 / 242084 / 241546	-	56	NEW DELHI	011	23324401 / 23353835 / 981	23324621
13	BHAVNAGAR	0278	2525005, 2525006	-	57	PALGHAT	0491	2547143	-
14	BHIMAVARAM	08816	231766 / 67 / 68 / 69	-	58	PANJIM	0832	2426870, 2426871, 2426872	2426873
15	BHOPAL	0755	2559332, 2559337, 2574569, 2574589, 2574731	2760890	59	PATNA	0612	2321355 / 56	-
16	BHUBANESHWAR	0674	2547531 to 34, 2547382	2511012	60	PONDICHERY	0413	2220636, 2220640	2220639
17	CALICUT	0495	2760882, 2760884	-	61	PRODDATUR	08564	250822 / 250823 / 250824	-
18	CHANDIGARH	0172	5071726, 5071727, 5071728, 5079702	-	62	PUNE	020	4048790	25455842
19	CHENNAI	044	28153445, 28151034, 28153658	28153181	63	RAJAHMUNDRY	0863	2434468 / 2434469	2434471
20	CHILAKALURIPET	08647	257501	257502	64	RAJKOT	0281	2239403 / 2239404 / 2239338 / 2234316	-
21	COIMBATORE	0422	2237501 to 506, 2231387, 2237990	-	65	RANCHI	0651	2330386, 2330384, 2330320	-
22	CUTTACK	0671	2335187, 3110827, 3109972	-	66	RENUKOOT	05445	254201	-
23	DEHRADUN	0135	2713351, 2714046, 2714047	2714047	67	ROURKELA	0661	2510771, 2510772	-
24	DINDIGUL	0451	2436077, 2436177	-	68	SALEM	0427	2335700 to 704	2335705
25	DURGAPUR	0343	2586375 to 77	-	69	SHIMOGA	08182	228795, 228796, 227485	2226747
26	ELURU	08812	227851 / 52 / 54	-	70	SURAT	0261	8357356 / 8351976 / 8369928	8368693
27	ERODE	0424	2225603, 2225615, 2225616, 2225617, 2225624	-	71	TANJORE	04362	279407, 279408	-
28	GHAZIABAD	0120	2701886, 2701891	-	72	THENI	04546	261265, 261108	-
29	GOBICHETTIPALAYAM	04285	226275, 226276	-	73	TIRUPATI	0877	2252758	-
30	GORAKHPUR	0551	2333825, 2333814	2346519	74	TIRUPUR	0421	2205365, 5330158	-
31	GUNTUR	0863	2326684 / 2326685	2326687	75	TRICHUR	0487	2322483, 2322484	-
32	HALDIA	03224	276755 to 57	-	76	TRICHY	0431	2798200, 2791000	2794132
33	HUBLI	0836	2353962, 2353974, 2353975	2353961	77	TRIVANDRUM	0471	2725987, 2725989 to 991	2725987
34	HYDERABAD	040	23312454 / 23320251	23312946	78	TUMKUR	0816	2261891, 2261892, 2261893	-
35	INDORE	0731	5069891, 5069892, 5069893	5069894	79	UDUPI	0820	2530962, 2530963, 2530964	-
36	JAIPUR	0141	2375099, 2363321, 2375039	2364660	80	VADODARA	0265	2225325 / 2225389	2363207
37	JAMNAGAR	0288	2557862 to 65	-	81	VALLABH-VIDHYANAGAR	02692	248980, 248673	-
38	JAMSHEDPUR	0657	2487020, 2487045, 2487048	-	82	VARANASI	0542	2225365, 2223814	2223814
39	JUNAGADH	0285	2624154 / 2624140 / 2624125	-	83	VIJAYAWADA	0866	2495203 / 400 / 500 / 600 / 700 / 800	2495300
40	KAKINADA	0884	2387382 / 2387383	2387381	84	VISHAKAPATNAM	0891	2752915 to 18	2752915 - 18
41	KANPUR	0512	2330127, 2331445, 3092333, 3096000	2558334	85	VISHAKAPATNAM	0891	2511685, 2511686	-
42	KARAIKUDI	04565	237192, 237193	-		GAJUNAKA			
43	KARUR	04324	241892, 241893, 241894	241891					
44	KOCHI	0484	2310884, 2322152	2323104					

Annexure 2 to Shareholders' Referencer

ELECTRONIC CLEARING SERVICES (ECS) MANDATE FORM

To,
 Karvy Computershare Private Limited
 Unit : Reliance Industrial Infrastructure Limited
 21, Avenue 4, Street No. 1, Banjara Hills
 Hyderabad - 500 034.

Dear Sirs,

FOR ELECTRONIC CLEARING SERVICES FOR PAYMENT OF DIVIDEND

Please fill-in the information in CAPITAL LETTERS in ENGLISH ONLY. Please ☒ wherever is applicable.

For shares held in physical form

Master Folio No.

FOR OFFICE USE ONLY	
ECS Ref.No.	<input type="text"/>

For shares held in electronic form

DP. ID

Client ID

Name of First holder	<input type="text"/>
Bank name	<input type="text"/>
Branch name	<input type="text"/>
Branch code	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <p>(9 Digits Code Number appearing on the MICR Band of the cheque supplied by the Bank). Please attach a xerox copy of a cheque or a blank cheque of your bank duly cancelled for ensuring accuracy of the bank's name, branch name and code number.</p>

Account type	→	Savings <input type="checkbox"/>	Current <input type="checkbox"/>	Cash Credit <input type="checkbox"/>
A/c. No. (as appearing in the cheque book)	→	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Effective date of this mandate	→	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		

I, hereby, declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above, Karvy Computershare Private Limited, will not be held responsible. I agree to avail the ECS facility provided by RBI, as and when implemented by RBI/ Reliance Industrial Infrastructure Limited.

I further undertake to inform the Company any change in my Bank/branch and account number.

Dated : _____

 (Signature of First holder)

Note : On dematerialisation of existing physical shares, for which you have availed ECS facility, please submit a fresh ECS Mandate directly to your D.P. instead of sending to Karvy.



Annexure 3 to Shareholders' Referencer
Nomination Form - 2B
(To be filled in by individual(s) applying singly or jointly)

To, Karvy Computershare Private Limited Unit : Reliance Industrial Infrastructure Limited 21, Avenue 4, Street No.1 Banjara Hills Hyderabad - 500 034	From Name of Member and address Folio No. _____ No. of Shares _____
--	---

I am / we are holder(s) of equity shares of the Company as mentioned above. I / We nominate the following person in whom all rights of transfer and / or amount payable in respect of said equity shares shall vest in the event of my / our death.

Nominee's name		Age															
To be furnished in case the nominee is a minor		Date of Birth															
Guardian's Name & Address *																	
Occupation of Nominee Tick (✓)	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 5%; text-align: center;">1</td> <td style="width: 45%;">Service</td> <td style="width: 5%; text-align: center;">2</td> <td style="width: 45%;">Business</td> </tr> <tr> <td style="text-align: center;">3</td> <td>Student</td> <td style="text-align: center;">4</td> <td>Household</td> </tr> <tr> <td style="text-align: center;">5</td> <td>Professional</td> <td style="text-align: center;">6</td> <td>Farmer</td> </tr> <tr> <td style="text-align: center;">7</td> <td>Others</td> <td colspan="2"></td> </tr> </table>	1	Service	2	Business	3	Student	4	Household	5	Professional	6	Farmer	7	Others		
1	Service	2	Business														
3	Student	4	Household														
5	Professional	6	Farmer														
7	Others																
Nominee's Address																	
		Pin Code															
Telephone No.		Fax No.															
Email Address	STD Code																
Specimen signature of Nominee / Guardian (in case nominee is minor)																	

Kindly take the aforesaid details on record.

* To be filled in case nominee is a minor

Thanking you,
Yours faithfully,

Date.....

Name and address of Member(s) {as appearing on the Certificate(s)}	Signature (as per specimen with company)				
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">Sole / 1st holder</td> <td></td> </tr> <tr> <td style="text-align: center;">Address</td> <td></td> </tr> </table>	Sole / 1st holder		Address		
Sole / 1st holder					
Address					
2nd holder					
3rd holder					
4th holder					

Witnesses (two)	
Name and Address	Signature with Date
1.	
2.	

INSTRUCTIONS :

1. Please read the instructions given below very carefully and follow the same to the letter. If the form is not filled as per instructions, the same will be rejected.
2. The nomination can be made by members who are individuals only. This facility is not available to members who are non individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family and holders of power of attorney. If the shares are held jointly all joint holders must sign (as per the specimen registered with the Company) the nomination form.
3. A minor can be nominated by a holder of shares and in that event the name and address of the Guardian should be given by the holder.
4. The nominee cannot be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on re-patriable basis.
5. Transfer of shares in favour of a nominee shall be a valid discharge by the Company against the legal heir(s).
6. Only one person can be nominated for a given folio.
7. Details of all holders in a folio need to be filled in, else the request will be rejected.
8. The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee.
9. This nomination will stand rescinded whenever the shares in the given folio are entirely transferred or dematerialised.
10. Upon receipt of a duly executed nomination form, the Share Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
11. The nomination can be varied or cancelled by executing fresh nomination form.
12. The Company will not entertain any claim other than that of a registered nominee, unless so directed by any competent court.
13. The intimation regarding nomination / nomination form should be filed **in duplicate** with the Share Transfer Agent of the Company who will return one copy thereof to the Members.
14. This Nomination Form is to be used by members having shares in physical form. However, for shares held in dematerialised form nomination is required to be filed with the Depository Participant in their prescribed form.

FOR OFFICE USE ONLY	
Nomination Registration Number	
Date of Registration	
Checked by (Name and Signature)	

Annexure 4 to Shareholders' Referencer

FORM II
[See Rule 6(i)]
PART 'A'

Application to the Central Government for an order for payment of the dividend amount out of the General Revenue Account of the Central Government pursuant to section 205B of the Companies Act, 1956.

1. Name of the applicant :
2. Postal address of the applicant :
3. Name, registration number and registered address of the company from which the amount is due. : Reliance Industrial Infrastructure Limited
Regn. No. 11 - 49019
5th Floor, NKM International House,
178, Backbay Reclamation,
Babubhai Chinai Road, Mumbai - 400 020.
4. Number of shares held :
 - (i) Preference shares (with distinctive numbers)
 - (ii) Equity shares (with distinctive numbers)
5. Financial year to which the dividend relates. :
6. Amount due :
 - (i) On Preference Shares
 - (ii) On Equity Shares
 - (iii) Interest, if any, payable to him pursuant to sub-section (4) of Section 205A of the Act, and
 - (iv) Total of (i), (ii) and (iii) above :
7. Reasons for non-receipt of the amount from the Company.:

Place :

Date :

(Signature of the applicant or a person holding a power of attorney from the applicant)

Received from the Registrar of Companies, Maharashtra at Mumbai the sum of Rs. _____ (Rupees (in words) _____) being the amount payable to me/us from the General Revenue Account of the Central Government as unclaimed or unpaid dividend (which was originally) due from M/s. Reliance Industrial Infrastructure Limited.

1. Signature of witness with name, date, address and occupation : Signature of the claimant with name, date, address and occupation (on revenue stamp of Re. 1/- if the claim is for Rs. 500/- or more)
2. Signature of witness, with name, date, address and occupation

Notes:

1. Indemnity Bond should be furnished on non-judicial stamp paper of the requisite value, in case the claim exceeds Rs.2500/-.
2. In the case of deceased shareholder, the legal representative(s) of the deceased shareholder, who is (are) preferring the claim, is(are) required to furnish succession certificate/probate/letters of administration. In case the shares have been transmitted in the name of the claimant, a certificate in this behalf from the company be furnished.
3. Dividend warrant or a photocopy of the share certificate should be furnished.
4. Separate applications should be made for claims in respect of each company.

PART 'B'

Payment Order by the Registrar of Companies, Maharashtra, Mumbai

Classification "075-Miscellaneous General Services-
Unpaid dividends of Companies - Deduct Refunds."

Certified that the amount claimed, namely
Rs. _____ has actually been deposited by the
company to the General Revenue Account of the Central
Government under Major Head "075 Miscellaneous General
Services - Unpaid Dividends of Companies" on _____
(date). Necessary note for refund has been kept in the
accounts maintained by me.

(Asst. Registrar of Companies, Maharashtra, Mumbai)

Passed for payment for Rs. _____ in
favour of Shri/Smt. _____.
The cheque/demand draft may please be issued in favour
of Shri/Smt. _____.

(Asst. Registrar of Companies, Maharashtra, Mumbai)

FORM III

[See Rule 6(3)]

Form of Indemnity Bond

To

The Registrar of Companies, Maharashtra
CGO Complex, 2nd Floor,
"A" Wing, CBD-Belapur,
Navi Mumbai - 400 614.

In Consideration of your agreeing to pay me/us the sum of Rs. _____ (Rupees _____
only), being the amount due to me/us on dividend for the year(s) _____ from Reliance Industrial
Infrastructure Limited, Mumbai, out of the General Revenue Account of the Central Government.
I, _____ son/daughter/wife of Mr / Mrs _____ do hereby agree to
indemnify you to the extent of any claim not exceeding the amount herein before mentioned which may be
preferred against you, and which you may have to lawfully discharge.

(Signature)

Place :

Date :

Witnesses:-

1. _____

(Signature) :

Address : _____

2. _____

(Signature) :

Address : _____

**ATTENDANCE SLIP****Reliance Industrial Infrastructure Limited**

Registered Office : 5th Floor, NKM International House, 178, Backbay Reclamation,
Babubhai Chinai Road, Mumbai - 400 020.

PLEASE FILL IN THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional attendance slip on request at the venue.

DP. ID #	
Client ID #	

Master Folio No.	
No. of Share(s) held	

Applicable for Members holding shares in dematerialised form.

NAME AND ADDRESS OF THE MEMBER: _____

I hereby record my presence at the Seventeenth Annual General Meeting of the Company held at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chambers, IMC Marg, Churchgate, Mumbai - 400 020, on Friday, 16th September, 2005 at 3.30 p.m.

SIGNATURE OF THE MEMBER* OR PROXY*

*Strike out whichever is not applicable.

----- TEAR HERE -----

**PROXY FORM****Reliance Industrial Infrastructure Limited**

Registered Office : 5th Floor, NKM International House, 178, Backbay Reclamation,
Babubhai Chinai Road, Mumbai - 400 020.

DP. ID #	
Client ID #	

Master Folio No.	
No. of Share(s) held	

Applicable for members holding shares in dematerialised form.

I / We _____

of _____

being a member / members of Reliance Industrial Infrastructure Limited hereby appoint _____

of _____

or failing him _____ of _____

as my / our proxy to vote for me / us and on my / our behalf at the Seventeenth Annual General Meeting to be held on Friday, 16th September, 2005 at 3.30 p.m. or at any subsequent adjournment thereof.

Signed this _____ day of _____ 2005.

15 paise
Revenue
Stamp

Notes : (1) The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the aforesaid meeting. The Proxy need not be a member of the Company.
(2) Members holding shares under more than one folio may use photocopy of this Proxy Form for other folios. The Company shall provide additional forms on request.

