

May 28, 2025

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1, G-Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051

Scrip Code – 523445

Trading Symbol - RIIL

Dear Sirs,

**Sub.: Annual Secretarial Compliance Report for the financial year ended
March 31, 2025**

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Annual Secretarial Compliance Report duly issued by Shashikala Rao & Co., Company Secretaries, for the financial year ended March 31, 2025.

Thanking you,

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

Amitkumar Mundhe
Company Secretary and Compliance Officer

Encl.: As above

Shashikala Rao & Co.

Company Secretaries

41'12, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East)
Mumbai -400072 Tel.: (022) 4295 1866 Email: skraoco@gmail.com

Secretarial Compliance Report of Reliance Industrial Infrastructure Limited for the financial year ended March 31, 2025

To,
The Board of Directors
Reliance Industrial Infrastructure Limited
5th Floor, NKM International House
178 Backbay Reclamation, Babubhai Chinai Road
Behind LIC Yogakshema Building
Mumbai - 400 020

I have examined:

- (a) all the documents and records made available to me and explanation provided by **Reliance Industrial Infrastructure Limited ("the listed entity")**,
- (b) the filings / submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other documents / filings, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2025 ("the Review Period")** in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**").

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations, 2015**");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not applicable to the listed entity during the Review Period**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 - **Not applicable to the listed entity during the Review Period**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not applicable to the listed entity during the Review Period**;
- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 - **Not applicable to the listed entity during the Review Period**;



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- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder.

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

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

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder;
- (b) (i) There were no observations made in the previous report with respect to the listed entity and hence there were no actions required to be taken by the listed entity;
- (ii) With respect to the observation made under item no. 11 in the report for financial year 2022-23, regarding Reliance Industries Limited ("**RIL**"), promoter of the listed entity, the appeal filed by RIL against SEBI's order dated June 20, 2022 was heard and reserved for order by Securities Appellate Tribunal ("**SAT**") on March 3, 2025. As on the date of this report, the order of SAT has not been pronounced.
- (c) The compliance status of the listed entity with the following requirements:

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



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4.	<u>Disqualification of Director(s):</u> None of the director(s) of the listed entity were / are disqualified under section 164 of Companies Act, 2013.	Yes	None
5.	<u>Details related to Subsidiaries of the listed entity:</u> (a) Identification of material subsidiary companies; and (b) Requirements with respect to disclosure of material as well as other subsidiaries.	NA	The listed entity did not have any subsidiary
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year 2024-25 as prescribed in SEBI Regulations.	Yes	None
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee.	Yes NA	None There were no such cases during the Review Period.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 read with Schedule III to SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) and 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	As confirmed by the management no action was taken against the listed entity / its promoters / its directors / its subsidiaries



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	(OR) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.		NA
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There were no such cases during the Review Period.
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	Yes	None

Place: Mumbai
Date: April 16, 2025

For Shashikala Rao & Co.
Company Secretaries
ICSI Unique Code: S2024MH1002900
PR 6443/2025



Shashikala Rao
Proprietor
FCS 3866 CP No 9482
UDIN- F003866G000123689