

Corporate Governance Report

Our Corporate Governance Philosophy

Reliance Infrastructure Limited follows the highest standards of corporate governance principles and best practices by adopting the "Reliance Group – Corporate Governance Policies and Code of Conduct" as is the norm for all constituent companies in the group. These policies prescribe a set of systems and processes guided by the core principles of transparency, disclosure, accountability, compliances, ethical conduct and the commitment to promote the interests of all stakeholders. The policies and the code are reviewed periodically to ensure their continuing relevance, effectiveness and responsiveness to the needs of our stakeholders.

Governance Policies and Practices

The Company has formulated a number of policies and introduced several governance practices to comply with the applicable statutory and regulatory requirements, with most of them introduced long before they were made mandatory.

A. Values and commitments

We have set out and adopted a policy document on 'Values and Commitments of Reliance Infrastructure'. We believe that any business conduct can be ethical only when it rests on the nine core values viz. honesty, integrity, respect, fairness, purposefulness, trust, responsibility, citizenship and caring.

B. Code of ethics

Our policy document on 'Code of Ethics' demands that our employees conduct the business with impeccable integrity and by excluding any consideration of personal profit or advantage.

C. Business policies

Our 'Business Policies' cover a comprehensive range of issues such as fair market practices, inside information, financial records and accounting integrity, external communication, work ethics, personal conduct, policy on prevention of sexual harassment, health, safety, environment and quality.

D. Separation of the Chairman's supervisory role from the Executive Management

In line with the best global practices, we have adopted the policy to ensure that the Chairman of the Board shall be a non-executive director.

E. Policy on Prohibition of Insider Trading

This document contains the policy on prohibiting trading in the securities of the Company, based on insider or privileged information.

F. Policy on prevention of sexual harassment

Our policy on prevention of sexual harassment aims at promoting a productive work environment and protects individual rights against sexual harassment.

G. Whistle Blower policy / Vigil Mechanism

Our Whistle Blower policy encourages disclosure in good faith of any wrongful conduct on a matter of general

concern and protects the whistle blower from any adverse personal action.

It is affirmed that no personnel has been denied access to the Audit Committee.

H. Environment Policy

The Company is committed to achieve excellence in environmental performance, preservation and promotion of a clean environment. These are the fundamental concerns in all our business activities.

I. Risk management

Our risk management procedures ensure that the Management controls various business related risks through means of a properly defined framework.

J. Board room practices

a. Chairman

In line with the highest global standards of corporate governance, the Board has separated the Chairman's role from that of an executive in managing day to day business affairs.

b. Board Charter

The Company has a comprehensive charter, which sets out clear and transparent guidelines on matters relating to the composition of the Board, the scope and functions of the Board and its Committees, etc.

c. Board Committees

Pursuant to the provisions of the Companies Act, 2013 (the "Act") and Regulation 15(2) of the Securities Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulation, 2015 (the "Listing Regulations"), the Board has constituted Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility (CSR) Committee and Risk Management Committee.

d. Selection of Independent Directors

Considering the requirement of skill sets on the Board, eminent persons having independent standing in their respective fields/professions, and who can effectively contribute to the Company's business and policy decisions are considered for appointment by the Nomination and Remuneration Committee, as Independent Directors on the Board. The Committee, *inter alia*, considers qualification, positive attributes, areas of expertise and number of Directorships and Memberships held in various committees of other companies by such persons. The Board considers the Committee's recommendation and takes appropriate decisions.

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect her

/ his status as an Independent Director, provides a declaration that she / he meets with the criteria of independence as provided under law.

e. Tenure of Independent Directors

Tenure of Independent Directors on the Board of the Company shall not exceed the time period as per provisions of the Act and the Listing Regulations, as amended from time to time.

f. Familiarisation for Board Members

The Board Members are periodically given formal orientation and familiarized with respect to the Company's vision, strategic direction, corporate governance practices, financial matters and business operations. The Directors are facilitated to get familiar with the Company's functions at the operational levels. Periodic presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, the macro Industry business environment, business strategy and risks involved. Members are also provided with the necessary documents, reports and internal policies to enable them to familiarize themselves with the Company's procedures and practices. Periodic updates for Members are also given out on relevant statutory changes and on important issues impacting the Company's business environment

The details of the programmes for familiarization of independent directors have been put on the website of the Company at the link http://www.rinfra.com/documents/1142822/1182645/Familiarisation_programme.pdf.

g. Meeting of Independent Directors with operating teams

The Independent Directors of the Company interact with various operating teams as and when it is deemed necessary. These discussions may include topics such as, operating policies and procedures, risk management strategies, measures to improve efficiencies, performance and compensation, strategic issues for Board consideration, flow of information to directors, management progression and succession and others as the Independent Directors may determine. During these executive sessions, the Independent Directors have access to Members of management and other advisors, as they may deem fit.

h. Subsidiaries

All the subsidiaries of the Company are managed by their respective boards. Their Boards have the rights and obligations to manage their companies in the best interest of their stakeholders. The Company monitors performance of subsidiary companies.

i. Commitment of Directors

The meeting dates for the entire financial year are scheduled at the beginning of the year and an annual calendar of meetings of the Board and its Committees is circulated to the Directors. This

enables the Directors to plan their commitments and facilitates their attendance at the meetings of the Board and its Committees.

K. Role of the Company Secretary in Governance Process

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. He ensures that all relevant information, details and documents are made available to the directors and senior management for effective decision making at the meetings. He is primarily responsible for assisting the board in the conduct of affairs of the Company, to ensure compliance with the applicable statutory requirements and Secretarial Standards to provide guidance to directors and to facilitate convening of meetings. He interfaces between the Management and the regulatory authorities for governance matters. All the Directors of the Company have access to the advice and services of the Company Secretary.

L. Independent Statutory Auditors

The Company's Financial Statements for the year 2018-19 have been audited by a panel of two leading independent audit firms namely: M/s. Pathak H.D. & Associates, Chartered Accountants and M/s. B S R & Co. LLP, Chartered Accountants.

With effect from August 9, 2019, M/s. B S R & Co. LLP have resigned as one of the Statutory Auditors of the Company for the reasons included in the Basis of Disclaimer in their audit report dated June 14, 2019 for the financial year 2018-19.

The other duly appointed Statutory Auditor, M/s. Pathak H. D. & Associates, who are Statutory Auditors of the Company since last 9 financial years i.e. from financial year 2011 and whose term is valid until conclusion of the Annual General Meeting (AGM) for the year ended March 31, 2020, have confirmed that they will continue as the sole Statutory Auditor of the Company.

M. Compliance with the code and rules of London Stock Exchange

The Global Depositary Receipts (GDRs) issued by the Company are listed on the London Stock Exchange (LSE). The Company has reviewed the code of corporate governance of LSE and the Company's corporate governance practices conform to these codes and rules.

N. Compliance with the Listing Regulations

During the year, the Company is fully compliant with the mandatory requirements of the Listing Regulations.

We present our report on compliance of governance conditions specified in the Listing Regulations as follows:

I. Board of Directors

1. Board Composition - Board strength and representation

The Board consists of eight Members. The composition and category of directors on the Board of the Company are as under:

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Sr. No.	Names of Directors	DIN	Category
1	Shri Anil D Ambani, Chairman	00004878	Promoter, Non-Executive and Non-Independent Director
2	Shri Punit Garg ¹	00004407	Executive Director and Chief Executive Officer
3	Shri S Seth, Vice Chairman	00004631	Non-Executive and Non-Independent Directors
4	Shri B C Patnaik	08384583	
5	Shri S S Kohli	00169907	Independent Directors
6	Shri K Ravikumar	00119753	
7	Ms Ryna Karani	00116930	
8	Ms. Manjari Kacker ²	06945359	

¹ Appointed w.e.f April 6, 2019

² Appointed w.e.f June 14, 2019

Notes:

- a. None of the directors is related to any other director and none of the directors has any business relationship with the Company.
 - b. None of the directors has received any loans and advances from the Company during the year.
 - c. Shri S. S. Kohli, Shri K. Ravikumar and Ms. Ryna Karani, the Independent Directors shall complete their term of appointment on September 19, 2019 and the Board, on recommendation of Nomination and Remuneration Committee has proposed their reappointment for fresh term of five years, subject to approval of the Members at the ensuing AGM.
- b. Monitoring the effectiveness of the Company's governance practices and making changes as needed.
 - c. Selecting, compensating, monitoring and when necessary, replacing key executives and overseeing succession planning.
 - d. Aligning key executive and board remuneration with the long term interests of the Company and its shareholders.
 - e. Ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.
 - f. Monitoring and managing potential conflicts of interest of management, Members of the Board of Directors and shareholders, including misuse of corporate assets and abuse in related party transactions.
 - g. Ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control and compliance with the law and relevant standards.
 - h. Overseeing the process of disclosure and communications
 - i. Carrying out the performance evaluation of the Board, its committees and individual directors.
 - j. Review the policy on materiality of Related Party Transactions and threshold limits, and update accordingly.

All the Independent Directors of the Company furnish a declaration at the time of their appointment and also annually that they meet the criteria of independence as provided under law. The Board reviews the same and is of the opinion, that the Independent Directors fulfill the conditions specified in the Act and Listing Regulations and are independent of the management.

2. Conduct of Board proceedings

The day to day business is conducted by the executives and the business heads of the Company under the direction of the Board. The Board holds minimum four meetings every year to review and discuss the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company.

The Board performs the following key functions in addition to overseeing the business and the management:

- a. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans; setting performance objectives; monitoring implementation and corporate performance; and overseeing major capital expenditures, acquisitions and divestments.

3. Board meetings

The Board held ten meetings during the financial year 2018-19 on the following dates:

April 23, 2018, May 14, 2018, August 1, 2018, August 21, 2018, August 27, 2018, August 29, 2018, November 05, 2018, November 14, 2018, February 5, 2019 and February 9, 2019.

The maximum time gap between any two meetings was 82 days and the minimum gap was 1 day.

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4. Legal Compliance Monitoring

The Company monitors statutory compliances through a system driven software Legatrix, which has the facility of capturing all the compliances under statutes that impact the Company's operations as also those of its operating subsidiary companies. Due compliances are ensured by online monitoring and delay or non compliance are escalated and reported for remedial action.

A compliance report pertaining to the laws applicable to the Company based on the reports generated from Legatrix is placed before the Board at its meetings. Pursuant to the requirements of the Listing Regulations, the Board periodically reviews the legal compliances mechanism.

5. Attendance of directors

Attendance of directors at the Board Meetings held during the financial year 2018-19 and at the last AGM held on September 18, 2018 and the details of Directorships (as per the provisions of Section 165 of the Act), Committee Chairmanship and Memberships held by the directors as on March 31, 2019 were as under:

Names of Directors	Number of Board meetings attended out of ten meetings held	Attendance at the last AGM held on September 18, 2018	Number of directorships (including RInfra)	Committee Chairmanship / Membership (including RInfra)	
				Membership	Chairmanship
Shri Anil D Ambani	9	Present	12	None	None
Shri S Seth	10	Present	7	3	None
Shri S S Kohli	6	Present	11	6	2
Dr V K Chaturvedi*	6	-	None	None	None
Shri K Ravikumar	6	Present	4	6	3
Shri V R Galkar*	6	Present	3	1	None
Ms. Ryna Karani	9	Present	8	9	2
Shri Shiv Prabhat*	6	Present	None	None	None
Shri B C Patnaik**	-	-	1	1	None

* Dr. V K Chaturvedi, Shri V R Galkar and Shri Shiv Prabhat were ceased as Directors with effect from November 14, 2018, February 15, 2019 and March 7, 2019 respectively.

** Shri B C Patnaik was appointed as a Director with effect from March 7, 2019.

Notes:

- None of the Directors hold directorships in more than 20 companies of which directorships in public companies does not exceed 10 in line with the provisions of Section 165 of the Act.
- None of the Directors hold directorships in more than 8 listed entities.
- No Director holds Membership of more than 10 committees of board nor is a chairman of more than 5 committees across board, of all listed entities.
- None of the Director has been appointed as Alternate Director for Independent Director.
- No Independent Director of the Company holds the position of Independent Director in more than 7 listed companies as required under the Listing Regulations.
- The information provided above pertains to the following committees in accordance with the provisions of Regulation 26(1)(b) of the Listing Regulations: (i) Audit Committee and (ii) Stakeholders Relationship Committee.

g. The Committee Memberships and Chairmanships above exclude Memberships and Chairmanships in private companies, foreign companies and in Section 8 companies.

h. Memberships of Committees include Chairmanships, if any.

The Company's Independent directors meet at least once in every financial year without the attendance of Non-Independent Directors and Members of Management. One meeting of Independent Directors was held during the financial year.

6. Details of directors

The abbreviated resumes of all directors are furnished hereunder:

Shri Anil D. Ambani, 60 years, B.Sc. Hons. and MBA from the Wharton School of the University of Pennsylvania, is the Chairman of our Company, Reliance Capital Limited, Reliance Power Limited and Reliance Communications Limited.

As on March 31, 2019, Shri Anil D. Ambani held 1,39,437 equity shares of the Company.

Shri S. Seth, 63 years, is a Fellow Chartered Accountant and a law graduate. He has vast experience in general management. Shri S. Seth is also on the Board of Reliance Telecom Limited, Reliance Power Limited, Reliance Defence Limited, Reliance Defence and Aerospace Private Limited, Reliance Defence Systems Private Limited and Reliance Defence Technologies Private Limited.

He was a Member of the Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee of Reliance Power Limited till June 07, 2019. He is a Member of the Corporate Social Responsibility Committee of Reliance Telecom Limited and a Member of Stakeholders Relationship Committee of Board of the Company.

As on March 31, 2019, Shri S. Seth did not hold any shares of the Company.

Shri S. S. Kohli, 74 years, was the Chairman and Managing Director of India Infrastructure Finance Company Limited (IIFCL), a wholly owned company of the Government of India till April 2010, engaged in promotion and development of infrastructure. Under his leadership, IIFCL commenced its operations and carved a niche for itself in financing infrastructure projects. The support of IIFCL helped in speedier achievement of financial closure of infrastructure projects in sectors like Highways, airports, seaports, power, etc. IIFCL was conferred with the "Most Admired Infrastructure Financier 2010" by KPMG Infrastructure. Shri Kohli had long experience as a banker, spanning over 40 years having held positions of Chairman and Managing Director of Punjab and Sind Bank, Small Industries Development Bank of India (SIDBI) and Punjab National Bank (PNB), one of the largest public sector banks in India. During his Chairmanship of PNB (from 2000 to 2005), he undertook total transformation of the Bank. Under his leadership, PNB became a techno-savvy Bank by implementing core banking solution and introducing various technology-based products and services. PNB also emerged as one of the India's Most Trusted Brands and the PNB Group floated three public offerings of capital during his tenure which were highly successful. Shri Kohli held the Chairmanship of Indian Banks' Association, a forum for promoting the interest of banks for two terms and was member/chairman of several committees associated with financial sector policies. The committees he chaired dealt with a variety of issues relating to small/medium enterprise financing, wilful default in loans, human resources development in the banking industry and reconstruction of distressed small industries, etc. A recipient of several awards including the "Enterprise Transformation Award for Technology" by the Wharton Infosys Limited, the "Bank of the Year Award" by the Banker's Magazine of the Financial Times, London for the year 2000, and also ranked 22nd in the list of India's Best CEOs ranking over the period 1995 to 2011, by the Harvard Business Review.

He is on the Board of IDFC Limited, ACB (India) Limited, BSES Yamuna Power Limited, Seamec Limited, Asian Hotels (West) Limited, BSES Rajdhani Power Limited, S V Creditline Limited.

As on March 31, 2019, Shri S. S. Kohli did not hold any shares of the Company.

Shri K. Ravikumar, 69 years, was the former Chairman and Managing Director (CMD) of Bharat Heavy Electricals Limited (BHEL), which ranks among the leading companies of the world engaged in the field of power plant equipment. As CMD, he was responsible for maximizing market-share and establishing BHEL as a total solution provider in the power sector. The Company was ranked 9th in terms of market capitalization in India during his tenure at BHEL. He had handled a variety of assignments during his long career spanning over 36 years. His areas of expertise are design and engineering, construction and project management of thermal, hydro, nuclear, gas based power plants and marketing of power projects.

Shri Ravikumar had the unique distinction of having booked USD 25 billion order for BHEL. His vision was to transform BHEL into a world class engineering enterprise. Towards this, he pursued a growth strategy based on the twin plans of building both capacity and capability and this had resulted in an increase in BHEL's manufacturing capacity from 10,000 MW to 20,000 MW per annum. He also introduced new technologies in the field of coal and gas based power plants for the first time in the country, such as supercritical thermal sets of 660 MW and above rating, advance class gas turbines large size CFBC boilers and large size nuclear sets. BHEL has the distinction of having installed over 1,00,000 MW of power plant equipment worldwide.

Shri Ravikumar had also formed a number of strategic tie ups for BHEL with leading Indian utilities and corporates like NTPC Limited, Tamil Nadu State Electricity Board, Nuclear Power Corporation of India Limited, Karnataka Power Corporation Limited, Heavy Engineering Corporation Limited to leverage equipment sales and develop alternative sources for equipment needed for the country. He had guided BHEL's technology strategy to maintain the technology edge in the market place with a judicious mix of internal development of technologies with selective external co-operation. He had focused on meeting the customer expectation and has strengthened BHEL's image as a total solution provider.

He possesses M.Tech Degree from the Indian Institute of Technology, Chennai besides Post-Graduate Diploma in Business Administration. He was conferred Alumni Awards from the Indian Institute of Technology, Chennai and the National Institute of Technology, Trichy and was the Ex-Chairman of BOG National Institute of Technology, Mizoram. He has published a number of research papers in the field of power and electronics.

He is also a director on the Board of SPEL Semiconductor Limited, Reliance Power Limited and Reliance Naval and Engineering Limited.

He is the Chairman of Stakeholder Relationship Committee and Nomination and Remuneration Committee and Member of the Audit Committee, Risk Management Committee and CSR Committee of Board of the Company.

As on March 31, 2019, Shri K. Ravikumar did not hold any shares of the Company.

Ms. Ryna Karani, 51 years, is partner of ALMT Legal, Advocates and Solicitors since November 2006 and part of the firm's corporate and commercial team. She has been practicing as a lawyer since 1994 and is enrolled as Advocate with the Bar Council of Maharashtra and Goa. Her practice includes advising on mergers and acquisitions, joint ventures, private equity and investment funds on a full range of corporate transactions including cross border transactions. She has advised and assisted a number of foreign clients in establishing a presence in India through incorporation of companies and/or establishment of liaison offices. She is a member of the Society of Women Lawyers.

Besides her M&A practice, she advises clients on infrastructure projects including submission and preparation of Request for Proposal (RFPs), finalizing tenders, drafting and negotiating concession agreements and related documents.

Ms. Ryna Karani also regularly advises clients on loan transactions (both Rupee and external commercial borrowings), including drafting and negotiating the loan agreements, security and other related documents. She also provides advice on general corporate matters, commercial contracts real estate matters.

She is a director on the Board of Mumbai Metro One Private Limited, BSES Yamuna Power Limited, BSES Rajdhani Power Limited, Reliance Communications Limited, Prime Urban Development India Limited and INEOS Styrolution India Limited.

She is the Chairperson of the CSR Committee and Risk Management Committee and also member of the Audit Committee, and Stakeholder Relationship Committee of the Board of the Company.

As on March 31, 2019, Ms. Ryna Karani held 100 equity shares of the Company.

Shri B C Patnaik, 56 years, has done his Master's in Political Science. He is also a fellow of the Insurance Institute of India. He has also been exposed to institutes of repute such as ISB, Hyderabad, IIM, Lucknow and NIA Pune. He joined the LIC of India as a direct recruit officer, AAO (Class 1) in the year 1986 and at present is an Executive Director of the Corporation. He has wide experience in the field of Marketing, Finance, Personnel, CRM, Risk Management and General Administration. He has

been in charge of two divisions of LIC. He has also managed the Bancassurance channel of a Zone. He has been instrumental in vastly improving the customer service in Uttar Pradesh as in charge of CRM in the Zone as Chief of CRM in Central Office, he introduced LIC E-Services, NACH and On line Loans in the country. He was also in charge of Marketing for Maharashtra, Gujarat and Goa and succeeded in registering the highest ever record of New Business First Premium Income during 2017-18. He has achieved great success in all his assignments and has got first hand experience of eleven states of the country. More than 50% of the divisions in the country were covered.

Ms. Manjari Kacker, 67 years, holds a master's degree in Chemistry and a diploma in Business Administration. She has more than 40 years of experience in taxation, finance, administration and vigilance. She was in the Indian Revenue Service batch of 1974. She held various assignments during her tenure in the tax department and was also a member of the Central Board of Direct Taxes. She has also served as the Functional Director (Vigilance and Security) in Air India and has also represented India in international conferences. Ms. Manjari Kacker is also a Director in Dhanvarsha Finvest Limited, Reliance Communications Limited, EGK Foods Private Limited, Water systems & Infrastructure Development Services Private Limited, Hindustan Gum and Chemicals Limited, Water Systems & Infrastructure Development Services Private Limited and Zaffiro Learning Private Limited.

She is the Chairperson of the Audit Committee and also member of the Stakeholder Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee of the Board of the Company. Ms. Manjari Kacker does not hold any shares of the Company.

Shri Punit Garg, aged 55 years, a qualified Engineer, is part of senior management team of Reliance Group since 2001 and is involved in taking a number of strategic decisions. Shri Garg has previously served as an Executive Director on the Board of Reliance Communications Limited. With rich experience of over 34 years, Shri Garg has created and led billion dollar businesses. As a visionary, strategist and team builder he has driven profitable growth through innovation and operational excellence.

He is the Member of the Audit Committee, Stakeholder Relationship Committee, CSR Committee and Risk Management Committee of the Board of the Company. Shri Punit Garg holds 1500 equity shares of the Company.

Core Skills, Expertise and Competencies available with the Board

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

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The Board of the Company has identified Business Strategy, Policy, Business Development, Risk Management, Legal, Commercial, Project Management, Procurement, Engineering, Finance and Human Resource as the core skills/ expertise/

competencies required in the Board in the context of the Company's Businesses and sectors for it to function effectively. The current Board of Directors of the Company possesses all the above identified skills and competencies.

Directorships in other Listed Entities

The details of the directorships held by the Directors in other listed entities as on March 31, 2019 are as follows:

Name of Director	Name of the Listed Entities	Category
Shri Anil D Ambani	Reliance Power Limited	Chairperson – Promoter, Non Executive Non Independent Director
	Reliance Communications Limited	Chairperson – Promoter, Non Executive Non Independent Director
	Reliance Capital Limited	Chairperson – Promoter, Non Executive Non Independent Director
Shri S Seth	Reliance Power Limited	Non Executive Non Independent Director
Shri S S Kohli	BLS International Services Limited	Non-Executive – Independent Director
	Asian Hotels (West) Limited	Non-Executive – Independent Director
	Seamec Limited	Non-Executive – Independent Director
	IDFC Limited	Non-Executive – Independent Director
	ACB (India) Limited	Non-Executive – Independent Director
Ms. Ryna Karani	Ineos Styrolution India Limited	Non-Executive – Independent Director
	Reliance Communications Limited	Non-Executive – Independent Director
	Prime Urban Development India Limited	Non-Executive – Independent Director
Shri K Ravikumar	SPEL Semiconductor Limited	Non-Executive – Independent Director
	Reliance Naval And Engineering Limited	Chairperson – Non-Executive – Independent Director
	Reliance Power Limited	Non-Executive – Independent Director
Shri B C Patnaik	None	-

7. Insurance coverage

The Company has obtained Directors' and Officers' liability insurance coverage in respect of any legal action that might be initiated against directors / officers of the Company and its subsidiary companies.

The terms of reference, *inter alia*, comprises the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for the appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by statutory auditors;
4. Reviewing with the Management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in Boards' Reports in terms of Section 134(3)(c) of the Act;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgement by management;

II. Audit Committee

The Audit Committee of the Board, constituted in terms of Section 177 of the Act and the Listing Regulations and duly reconstituted during the year to give effect to the changes in the Board Composition. The re-constituted Audit Committee of the Board of Directors as on date comprises of majority of Independent Directors namely Ms. Manjari Kacker, Shri S S Kohli, Shri K Ravikumar, Ms. Ryna Karani, Independent Directors and Shri Punit Garg, Executive Director and Chief Executive Officer. Ms. Manjari Kacker, Independent Director, is the Chairman of the Committee. All Members of the Committee are financially literate.

The Audit Committee, *inter alia*, advises the management on the areas where systems, processes, measures for controlling and monitoring revenue assurance, internal audit and risk management can be improved.

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- d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Modified opinions in the draft audit report.
5. Reviewing with the Management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
 7. Review and monitor the auditors' independence and performance and effectiveness of audit process;
 8. Subject to and conditional upon the approval of the Board of Directors, approval of Related Party Transactions (RPTs) in the form of specific approval or omnibus approval including subsequent modifications thereto is obtained and reviewed on quarterly basis, of RPTs entered into by the Company pursuant to respective omnibus approval given as above;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the Company, wherever it is necessary;
 11. Review the Company's established system and processes of internal financial controls and risk management systems;
 12. Reviewing with the Management, performance of statutory and internal auditors, adequacy of internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the Whistle Blower mechanism;
 19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate; and
 20. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments.
 21. Reviewing the compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and shall also verify that the systems for internal control are adequate and are operating effectively; and
 22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- The Audit Committee is also authorised to:
- a. Investigate any activity within its terms of reference;
 - b. Seek any information from any employee;
 - c. To have full access to information contained in the records of the Company;
 - d. Obtain outside legal and professional advice;
 - e. Secure attendance of outsiders with relevant expertise, if it considers necessary;
 - f. Call for comments from the auditors about internal control systems and scope of audit, including the observations of the auditors;
 - g. Review financial statements before submission to the Board; and
 - h. Discuss any related issues with the internal and statutory auditors and the Management of the Company.
- The Audit Committee shall mandatorily review the following information:**
1. Management Discussion and Analysis of financial condition and results of operations;
 2. statement of significant related party transactions (as defined by the audit committee), submitted by Management;
 3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 4. internal audit reports relating to internal control weaknesses; and
 5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

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6. statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the listing regulations.
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7) of the listing regulations.

Attendance at the meetings of the Audit Committee held during 2018-19

The Audit Committee held four meetings during the year on April 23, 2018, August 1, 2018, November 14, 2018 and February 5, 2019. The maximum gap between any two meetings was 104 days and the minimum gap was 82 days.

Members	Number of meetings	
	held during the year/ tenure	attended
Shri S S Kohli	4	4
Shri K Ravikumar	4	4
Shri V R Galkar (ceased on 05.02.19)	4	4
Ms. Ryna Karani	4	3
Shri Shiv Prabhat (ceased on 07.03.19)	4	4
Shri B C Patnaik (appointed on 07.03.19)	-	-

The Chairman of the Audit Committee was present at the previous Annual General Meeting of the Company.

The Committee considered at its meetings all the matters as per its terms of reference at periodic intervals.

The Company Secretary acts as the Secretary to the Audit Committee.

During the year, the Committee discussed with the statutory auditors of the Company, the overall scope and plans for carrying out the independent audit. The Management represented to the Committee that the Company's financial statements were prepared in accordance with the prevailing laws and regulations. The Committee discussed the Company's audited financial statements, the rationality of significant judgments and clarity of disclosures in the financial statements. Based on the review and discussions conducted with the Management and the auditors, the Audit Committee believes that the Company's financial statements are fairly presented in conformity with the prevailing laws and regulations in all material aspects.

The Committee reviewed that internal controls are in place to ensure that the accounts of the Company are properly maintained and that the accounting transactions are in accordance with the prevailing laws and regulations. While conducting such reviews, the Committee found no material discrepancy or weakness in the internal control systems of the Company. The Committee also reviewed the financial policies of the Company and expressed its satisfaction with the same. The Committee, after review, expressed its satisfaction on the independence of both the internal as well as the statutory auditors.

Pursuant to the requirements of Section 148 of the Act, the Board has, based on the recommendation of the Committee, appointed Cost Auditors to audit the cost records of the Company. The cost audit reports were placed and discussed at the Audit Committee Meeting.

III Nomination and Remuneration Committee

The Nomination and Remuneration Committee, constituted in terms of Section 178 of the Act and the Listing Regulations, duly reconstituted during the year to give effect to the changes in the Board Composition, comprises of Shri K Ravikumar as Chairman and Shri S S Kohli and Ms. Manjari Kacker as Members as on date.

The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

The terms of reference of the Committee, *inter alia*, includes the following:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of directors and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- b) to formulate the criteria for evaluation of the performance of the Independent Directors, the Board and the committees thereof and to carry out evaluation of every director's performance;
- c) to devise a policy on board diversity;
- d) to identify persons who are qualified to become directors and who may be appointed in Senior Management in accordance with the criteria laid down and to recommend their appointment to and/or removal from the Board;
- e) to formulate a process for selection and appointment of new directors and succession plans;
- f) to recommend to the Board from time to time, a compensation structure for Directors and the Senior Management Personnel.
- g) to review and recommend to the Board whether to extend or continue the term of appointment of Independent Director on the basis of the report of performance evaluation of the Independent Directors.

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- h) to perform functions relating to all share based employee benefits pursuant to the requirements of Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014.
- i) to recommend to the Board all the remunerations in whatever form payable to the senior management of the Company.

The Board has carried out the evaluation of the Board of Directors during the year in terms of the criteria laid down by the Nomination and Remuneration Committee, details of which have been covered in the Director's Report forming part of this Annual Report.

The Chairman of the Nomination and Remuneration Committee was present at the Annual General Meeting of the Company held on September 18, 2018.

The Members at the 86th AGM held on September 30, 2015, had approved payment of commission to non-executive directors within the limits laid down under the provisions of Section 197 and 198 of the Act, computed in the manner specified in the Act. The Company can pay Commission up to 3 per cent of net profit to Non Whole-time Director every year. The approval of Members is valid for a period of five years with effect from April 1, 2016.

The Nomination and Remuneration Committee held two meetings during the year on April 23, 2018 and February 5, 2019.

Attendance at the meeting of the Nomination and Remuneration Committee held during the financial year 2018-19 is as follows:

Members	Number of meetings held during the year/ tenure	Number of meetings attended
Shri V R Galkar (ceased on 05.02.19)	2	2
Shri S S Kohli	2	2
Shri Shiv Prabhat (ceased on 07.03.19)	2	2
Shri K Ravikumar (appointed on 05.02.19)	-	-
Shri B C Patnaik (appointed on 07.03.19)	-	-

Criteria for making payments to non-executive directors:

The remuneration to non-executive directors is benchmarked with the relevant market and performance oriented, balanced between financial and sectoral market based on the comparative scales, aligned to corporate goals, role assumed and number of meetings attended.

Details of Sitting Fees and Commission paid to the Non-Executive Directors:

During the year ended March 31, 2019, the following payments were made to Non-Executive Directors:

(Amount ₹ in lakh)

Sr. No.	Names	Sitting Fees	Commission
1.	Shri Anil D Ambani	3.60	550.00
2.	Shri S Seth	5.20	8.00
3.	Shri S S Kohli	7.20	8.00
4.	Dr V K Chaturvedi (Ceased on 14.11.2018)	2.80	8.00
5.	Shri K Ravikumar	8.00	8.00
6.	Shri V R Galkar (ceased on 05.02.19)	8.00	8.00
7.	Ms. Ryna Karani	6.40	8.00
8.	Shri Shiv Prabhat (ceased on 07.03.19)	6.40	8.00
9.	Shri B C Patnaik (appointed on 07.03.19)	-	-

Notes:

- Remuneration by way of commission to non executive directors was paid for the financial year 2017-18.
- Pursuant to the limits approved by the Board, all non-executive directors were paid sitting fees of ₹ 40,000 (excluding service tax/GST) for attending each meeting of the Board and its Committees.
- The commission amount of ₹ 8.00 lakh payable to Shri Shiv Prabhat was remitted to LIC as advised by him.
- There were no other pecuniary relationships or transactions of non-executive directors vis-à-vis the Company.
- The Company has not issued any stock options to its directors.

Details of payment to Executive Director:

Disclosures as required under Schedule V of the Act with respect to the appointment of Shri Punit Garg are as under:

- All elements of remuneration package such as salary, benefits, bonuses, stock options, pensions etc of all directors
Annual Salary of ₹ 233 lakhs
- Details of fixed component and performance linked incentives along with the performance criteria
Fixed component - ₹ 233 lakh
Performance linked incentive - as may be determined by the Board pursuant to the recommendation of the Nomination and Remuneration Committee
- Service contracts - No
Notice period - 3 months
Severance fees - No
- Stock Option details, if any - Not applicable

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IV. Stakeholders Relationship Committee

The reconstituted Stakeholders Relationship Committee, as on date, comprises of Shri K. Ravikumar as Chairman and Shri S. Seth, Shri Punit Garg, Ms. Manjari Kacker and Ms. Ryna Karani as Members.

During the year, the Stakeholders Relationship Committee was reconstituted to give effect to the changes in the Board Composition. The composition and terms of reference of Stakeholders Relationship Committee are in compliance with the provisions of Section 178 of the Act, Listing Regulations and other applicable laws. The terms of reference of the Committee, *inter alia*, includes the following:

- a. To consider and resolve the grievances of the security holders of the Company including complaints relating to transfer/transmission of shares, non receipt of annual reports, new/duplicate certificates and non receipt of declared dividends;
- b. To review and approve the transfer, transmission and transposition of securities of the Company or to sub delegate such powers;
- c. To approve the issue of new/duplicate certificates for shares/debentures or such other securities;
- d. To review the transfer of amount and shares to the Investor Education and Protection Fund;
- e. To review periodical reports which may be in the interest of the stakeholders of the Company;
- f. To review measures taken for effective exercise of voting rights by shareholders;
- g. To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- h. To review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders; and
- i. To carry out such other functions as may be delegated by the Board.

During the year 2018-19, the Stakeholders Relationship Committee held four meetings during the year on April 23, 2018, August 1, 2018, November 14, 2018 and February 5, 2019. The maximum gap between any two meetings was 104 days and the minimum gap was 82 days. The Company Secretary is the Secretary to the Committee.

Attendance at the meeting of the Stakeholders Relationship Committee held during 2018-19 is as follows:

Members	Number of meetings held during the year/ tenure	Number of meetings attended
Shri V R Galkar (ceased on 05.02.19)	4	4
Shri K Ravikumar	4	4
Shri V K Chaturvedi (ceased on 14.11.18)	3	3
Shri S Seth	1	1
Ms. Ryna Karani (Appointed on 05.02.19)	-	-

V. Corporate Social Responsibility (CSR) Committee

The reconstituted Corporate Social Responsibility (CSR) Committee, as on date consists of Ms Ryna Karani as Chairperson with Shri K. Ravikumar, Shri Punit Garg and Shri S. S. Kohli as other Members. The Company Secretary is the Secretary to the Committee. During the year, the CSR Committee was reconstituted to give effect to the changes in the Board Composition. Pursuant to Section 135 of the Act, the Committee has formulated and recommended to the Board the CSR Policy indicating the activities to be undertaken. It has also recommended the amount of expenditure to be incurred by way of CSR initiatives and monitors the CSR Plan and activities conducted by the Company. The CSR Policy and the Business Responsibility Policy of the Company are also reviewed by the Committee from time to time. The Committees' constitution and the terms of reference meet with the requirements of the Act.

During the year, Corporate Social Responsibility Committee held two meetings i.e. on April 23, 2018 and August 1, 2018.

Attendance at the meeting of the Corporate Social Responsibility Committee held during the financial year 2018-19 is as follows:

Members	Number of meetings held during the year/ tenure	Number of meetings attended
Ms. Ryna Karani	2	1
Shri K Ravikumar	2	2
Shri V K Chaturvedi (ceased on 14.11.18)	2	1
Shri S S Kohli	2	2

VI. Risk Management Committee

The Risk Management Committee, as on date comprises of Ms. Ryna Karani as Chairperson and Shri B C Patnaik, Shri S. S. Kohli, Shri Punit Garg, Ms. Manjari Kacker and Shri K. Ravikumar as Members. The Committee has also Shri Sridhar Narasimhan, Chief Financial Officer as member and Shri Amit Agarwal, General Manager (Internal Auditor), as Member Secretary. During the year, the Risk Management Committee was duly reconstituted to give effect to the changes in the Board Composition. The Committee held four meetings during the financial year 2018-19 on April 23, 2018, August 1, 2018, November 14, 2018 and February 5, 2019.

Attendance at the meeting of the Risk Management Committee held during the financial year 2018-19 is as follows:

Members	Number of Meetings held during the year/ tenure	Number of Meetings attended
Shri V R Galkar (ceased on 05.02.19)	4	4
Shri S S Kohli	4	4
Shri K Ravikumar	4	4
Ms. Ryna Karani	4	3
Shri Shiv Prabhat (ceased on 07.03.19)	4	4
Shri B C Patnaik (appointed on 07.03.19)	-	-

The terms of reference of the Committee are as under:

- a. To assist the Board in its function of framing, implementing, monitoring and reviewing the risk management plan of the Company.
- b. To lay down procedures to inform the Board of Directors about the Risk Assessment and minimisation procedures.
- c. To review these procedures periodically and to ensure that the executive management controls these risks through properly defined framework.
- d. To review and monitor the risk management plan, Cyber Security and related risks.

The minutes of the meetings of all the Committees of the Boards of Directors are placed before the Board. During the year, the Board has accepted all the recommendations of all Committees.

VII. Compliance Officer

Shri Aashay Khandwala, Company Secretary and Compliance Officer, superannuated from the service of the Company with effect from November 5, 2018. Shri Anil C. Shah was appointed as Company Secretary and Compliance Officer of the Company with effect from February 5, 2019. For the interim period, Ms. Srilatha T.G was appointed as Dy. Company Secretary and Acting Compliance Officer effective from November 5, 2018 to February 4, 2019. The Compliance Officer is entrusted with the role of complying with the requirements of various provisions of the laws and regulations impacting the Company's business including the Listing Regulations and the Uniform Listing Agreements entered into with the Stock Exchanges.

The Board, at its meeting held on August 13, 2019 has approved the appointment of Shri Paresh Rathod as the Company Secretary and Compliance Officer from August 16, 2019, to be effective after the superannuation of Shri Anil C. Shah.

VIII. General Body Meetings

1. Annual General Meeting

The Company held its last three Annual General Meetings as under:

Financial Year	Date and Time	Whether Special Resolution passed or not
2017-18	September 18, 2018 at 10:45 a.m.	Yes. Private Placement of Non Convertible Debentures (NCD) and/ or other Debt Securities
2016-17	September 26, 2017 at 12.00 noon	Yes. Private Placement of Non-Convertible Debentures
2015-16	September 27, 2016 at 2.00 p.m.	Yes. Private Placement of Non-Convertible Debentures and/or other Debt Securities

The above Annual General Meetings were held at Birla Matushri Sabhagar, 19 Marine Lines, Mumbai 400 020.

During the year, there were no Extraordinary General Meetings held by the Company.

2. Postal Ballot

The Company had issued a Postal Ballot Notice along with the Postal Ballot form on March 7, 2018 in terms of Section 110 of the Act and results thereof were announced on April 13, 2018. A Special Resolution for Issue of securities through Qualified Institutional Placement on a private placement basis to Qualified Institutional Buyers ("QIBs") was fast with 85.55 percent of valid votes cast in favour of the resolution.

Shri Rinkit Kiran Uchat, Partner of M/s Dayal & Lohia, Chartered Accountants was appointed as Scrutinizer for conducting the above Postal Ballot voting process in a fair and transparent manner.

The above resolution was passed with requisite majority. The Company had complied with the procedure for Postal Ballot in terms of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and amendments thereto from time to time.

There is no immediate proposal for passing any resolution through Postal Ballot. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a special resolution through postal ballot.

IX. Details of Utilisation

During the year, the Company has not raised any funds through preferential allotment or Qualified Institutional Placement as specified under Regulation 32 (7A) of the Listing Regulations.

X. Means of Communication

a. Quarterly Results

Quarterly Results are published in the Financial Express (English) newspaper circulating in substantially the whole of India and in Navshakti (Marathi) newspaper and are also posted on the Company's website at www.rinfra.com.

b. Media Releases and Presentations

Official media releases are sent to the Stock Exchanges before their release to the media for wider dissemination. Presentations made to media, analysts, institutional investors, etc. are posted on the Company's website.

c. Company Website

The Company's website www.rinfra.com contains a separate dedicated section on 'Investor Relations'. It contains comprehensive database of information of interest to our investors including the financial

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results and Annual Reports of the Company, information on dividend declared by the Company, any price sensitive information disclosed to the regulatory authorities from time to time, business activities and the services rendered/facilities extended by the Company to our investors, in a user friendly manner. The basic information about the Company as called for in terms of the Listing Regulations is provided on the Company's website and the same is updated regularly.

d. Annual Report

The Annual Report containing, *inter alia*, Notice of Annual General Meeting, Audited Financial Statement, Consolidated Financial Statement, Directors' Report, Auditors' Report and other important information is circulated to Members and others entitled thereto. The Business Responsibility Report, Management Discussion and Analysis and Corporate Governance Report also forms part of the Annual Report and are displayed on the Company's website.

The Act read with the Rules made thereunder and the Listing Regulations facilitate the service of documents to Members through electronic means, the Company e-mails the soft copy of the Annual Report to all those Members whose e-mail Ids are available with the Company / depositories or its Registrar and Transfer Agent.

e. NSE Electronic Application Processing System (NEAPS):

The NEAPS is a web based system designed by NSE for corporates. The Shareholding Pattern, Corporate Governance Report, Corporate Announcements, Media Releases, Financial Results, Annual Report etc. are filed electronically on NEAPS.

f. BSE Corporate Compliance and Listing Centre ("the Listing Centre"):

The Listing Centre is a web based application designed by BSE for corporates. The Shareholding Pattern, Corporate Governance Report, Corporate Announcements, Media Releases, Financial Results, Annual Report etc. are filed electronically on the Listing Centre.

g. Unique Investor helpdesk:

Exclusively for investor servicing, the Company has set up unique investor Help Desk with multiple access modes as under:

Toll free no. (India) : 1800 4250 999
 Telephone nos. : +91 40 6716 1500
 Facsimile no. : +91 40 67161791
 Email : rinfra@karvy.com

h. Designated e-mail id:

The Company has also designated e-mail id: rinfra.investor@relianceada.com exclusively for investor servicing.

i. SEBI Complaint Redressal System (SCORES):

The investors' complaints are also being processed through the centralized web based complaint redressal system. The salient features of SCORES are availability of centralised data base of the complaints and uploading online action taken reports by the Company. Through SCORES, the investors can view online, the actions taken and current status of the complaints.

XI Management Discussion and Analysis

A Management Discussion and Analysis forms part of this Annual Report and includes discussions on various matters specified under Regulation 34(2) and Schedule V of the Listing Regulations.

XII Subsidiaries

All the subsidiary companies are managed by their respective Boards. Their Board has the rights and obligations to manage such companies in the best interest of their stakeholders.

The Board reviews the performance of its subsidiary companies, *inter alia*, by the following means:

- The minutes of the meetings of the Boards of the subsidiary companies are regularly / quarterly placed before the Company's Board of Directors.
- Financial statement, in particular the investments made by the unlisted subsidiary companies are reviewed quarterly by the Audit Committee of the Company.
- A statement containing all significant transactions and arrangements entered into by the unlisted subsidiary companies is placed before the Audit Committee / Board.
- Quarterly review of Risk Management process including that of the subsidiary companies is made by the Risk Management Committee / Audit Committee / Board.

The Company has formulated policy for determining material subsidiaries which is put on Company's website with web link: https://www.rinfra.com/documents/1142822/1190917/Policy_for_Determining_Material_Subsiary.pdf.

One of the Independent Directors is nominated on the Board of the subsidiaries as and when a subsidiary becomes an "unlisted material subsidiary" within the meaning of the above expression in accordance with Regulation 24, read with Regulation 16, of the Listing Regulations. The Independent Directors of the Company have been appointed on the Boards of "unlisted material subsidiary" viz. Ms. Ryna Karani and Shri S S Kohli on the Board of BSES Yamuna Power Limited and BSES Rajdhani Power Limited.

All the unlisted material subsidiaries have undergone Secretarial Audit by a practicing Company Secretary and the secretarial audit report is annexed to their annual report.

XIII Disclosures

a. There has been no non-compliance by the Company on any matter related to capital markets during the last three financial years. No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority.

b. Related Party Transactions:

During the financial year 2018-19, no transactions of material nature have been entered into by the Company that may have a potential conflict with the interests of the Company. The details of related party transactions are disclosed in Notes to Financial statements. The policy on dealing with Related Party Transactions is placed on the Company's website at web link: <http://www.rinfra.com/documents/1142822/1182645/Policy+for+Related+Party+Transaction.pdf>.

c. Accounting Treatment

In preparation of the financial statements, the Company has followed the Accounting Standards as prescribed under Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) and under Section 133 of the Act as applicable. The Accounting Policies followed by the Company to the extent relevant are set out elsewhere in the Annual Report.

d. Code of Conduct

The Company has adopted the code of conduct and ethics for directors and senior management. The Code has been circulated to all the Members of the Board and Senior Management and the same has been put on the Company's website at web link: <http://www.rinfra.com/web/rinfra/Code-of-Conduct-for-Directors>. The Board Members and Senior Management have affirmed their compliance with the code and a declaration signed by the Executive Director and Chief Executive Officer of the Company is given below:

"It is hereby declared that the Company has obtained from all Members of the Board and Senior Management Personnel affirmation that they have complied with the Code of Conduct for Directors and Senior Management of the Company for the year 2018-19."

Sd/-

Punit Garg
Executive Director and CEO

e. CEO and CFO certification

Shri Punit Garg, Executive Director and Chief Executive Officer and Shri Sridhar Narasimhan, Chief Financial Officer of the Company have provided certification on financial reporting and internal controls to the Board as required under Regulation 17(8) of the Listing Regulations.

f. Review of Directors' Responsibility Statement

The Board in its report has confirmed that the financial statements for the year ended March 31, 2019 have been prepared as per the applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

g. Certificate from a Company Secretary in Practice

Pursuant to the provisions of the Schedule V of the Listing Regulations, the Company has obtained a certificate from M/s. Ashita Kaul and Associates, Practising Company Secretaries confirming that none of the directors of the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI /Ministry of Corporate Affairs or any other statutory authority.

XIV Policy on prohibition of insider trading

The Company has formulated the "Reliance Infrastructure Limited - Code of Practices and Procedures and Code of Conduct to regulate, monitor and report trading in securities and Fair Disclosure of Unpublished Price Sensitive Information" (Code) in accordance with the guidelines specified under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

The Company Secretary is the Compliance Officer under the Code responsible for complying with the procedures, monitoring adherence to the rules for the preservation of price sensitive information, pre-clearance of trades, monitoring of trades and implementation of the Code under the overall supervision of the Board. The Company's Code, *inter alia*, prohibits purchase and/or sale of securities of the Company by an insider, while in possession of unpublished price sensitive information in relation to the Company and also during certain prohibited periods. The Company's Code is available on the Company's website.

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Trading window for dealing in the securities of the company by the designated persons shall remain closed during the period from end of every quarter / year till the expiry of 48 hours from the declaration of quarterly / yearly financial results of the company.

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XV Compliance of Regulation 34 (3) and Para F of Schedule V of the Listing Regulations

In terms of the disclosure requirement under Regulation 34 (3) read with Para F of Schedule V of Listing regulations, the details of shareholders and the outstanding shares lying in the "Reliance Infrastructure Limited - Unclaimed Suspense Account" as on March 31, 2019 were as under:

Sr. No.	Particulars	No of shareholders	No of shares
(a)	Aggregate number of shareholders and the outstanding shares lying in suspense account as on April 1, 2018	3217	51016
(b)	Number of shareholders who approached listed entity for transfer of shares from suspense account during April 1, 2018 to March 31, 2019	37	872
(c)	Number of shareholders to whom shares were transferred from suspense account during April 1, 2018 to March 31, 2019	37	872
(d)	Number of Shares transferred to IEPF	344	4907
(e)	Aggregate number of shareholders and the outstanding shares lying in suspense account as on March 31, 2019	2836	45237

The voting rights on the shares outstanding in the 'Reliance Infrastructure Limited - Unclaimed Suspense Account' as on March 31, 2019 shall remain frozen till the rightful owner of such shares claims the shares.

Wherever shareholders have claimed the share(s), after proper verifications, share(s) were credited to the respective beneficiary account.

XVI. Fees to Statutory Auditors

The details of fees paid to M/s. Pathak H. D. and Associates, Chartered Accountants, Statutory Auditors and M/s. B S R & Co. LLP by the Company and its subsidiaries during the year ended March 31, 2019 are as follows:

(₹ In Lakhs)			
Sr. No.	Particulars	Pathak H. D. and Associates	B S R & Co. LLP
1	Audit Fees	84,05,000	77,55,000
2	Certification Charges	41,44,500	3,30,000
3	Other Matters	-	2,40,588
Total		1,21,99,500	83,25,588

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

As reported by Internal Complaint Committee, the details of complaints are as under:

Sr. No.	Particulars	Details
1	No. of complaints filed during the financial year	Nil
2	No. of complaints disposed off during the financial year	Nil
3	No. of complaints pending as on end of the financial year	Nil

XVIII Compliance with non mandatory requirements

a. The Board

Our chairman is a non executive chairman and is entitled to maintain chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties.

b. Separate posts of Chairman and CEO

The Company maintains separate posts of Chairman and CEO. Shri Punit Garg is the Executive Director and Chief Executive Officer of the Company.

c. Audit Qualifications

The qualification and management response to it are mentioned in the Director's Report and are also forming part of this report.

d. Reporting of Internal Auditor

The internal auditor reports directly to the Audit Committee of the Company.

XIX General shareholder information

The mandatory and various additional information of interest to investors are voluntarily furnished in a separate section on investor information in this annual report.

Practicing Company Secretary's certificate on corporate governance

Certificate by M/s. Ashita Kaul & Associates, practicing company secretaries, on compliance of Regulation 34(3) of the Listing Regulations relating to corporate governance is published at the end of this Report.

Review of governance practices

We have in this report attempted to present the governance practices and principles being followed at Reliance Infrastructure Limited, as evolved over the period, and as best suited to the needs of our business and stakeholders.

Our disclosures and governance practices are continually revisited, reviewed and revised to respond to the dynamic needs of our business and ensure that our standards are at par with the globally recognised practices of governance, so as to meet the expectations of all our stakeholders.

Reliance Infrastructure Limited

Corporate Governance Report

Compliance of Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations

Sr. No.	Particulars	Regulation	Compliance Status	Compliance Observed
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> ● Composition & Meetings ● Review of compliance reports & compliance certificate ● Plans for orderly succession for appointments ● Code of Conduct ● Fees / compensation to Non-Executive Directors ● Minimum information to be placed before the Board ● Risk assessment and management ● Performance evaluation
	Maximum Number of Directorships	17A	Yes	<ul style="list-style-type: none"> ● Directorships held in Listed Entities
2.	Audit Committee	18	Yes	<ul style="list-style-type: none"> ● Composition & Meetings ● Powers of the Committee ● Role of the Committee and review of information by the Committee
3.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> ● Composition & Meetings ● Quorum ● Role of the Committee
4.	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> ● Composition & Meetings ● Role of the Committee
5.	Risk Management Committee	21	Yes	<ul style="list-style-type: none"> ● Composition & Meetings ● Role of the Committee
6.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> ● Review of Vigil Mechanism for Directors and employees ● Direct access to Chairperson of Audit Committee
7.	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> ● Policy of Materiality of Related Party Transactions and dealing with Related Party Transactions ● Approval including omnibus approval of Audit Committee ● Review of Related Party Transactions ● No material Related Party Transactions ● Disclosure to Stock Exchange & on Website
8.	Subsidiaries of the Company	24	Yes	<ul style="list-style-type: none"> ● Appointment of Company's Independent Director on the Board of material subsidiary ● Review of financial statements of subsidiary by the Audit Committee ● Minutes of the Board of Directors of the subsidiaries are placed at the meeting of the Board of Directors ● Significant transactions and arrangements of subsidiary are placed at the meeting of the Board of Directors
	Secretarial Audit	24A	Yes	<ul style="list-style-type: none"> ● Secretarial Audit of material unlisted subsidiaries
9.	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> ● No Alternate Director for Independent Director ● Maximum directorships and tenure ● Meetings of Independent Directors ● Cessation and appointment of Independent Directors ● Familiarisation of Independent Directors ● Declaration by Independent Directors ● Directors & Officers Insurance

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Sr. No.	Particulars	Regulation	Compliance Status	Compliance Observed
10.	Obligations with respect to employees including Senior Management, Key Managerial Personnel, Directors and Promoters	26	Yes	<ul style="list-style-type: none"> Memberships / Chairmanships in Committees Affirmation on compliance of Code of Conduct by Directors and Senior Management Disclosure of shareholding by Non-Executive Directors Disclosures by Senior Management about potential conflicts of interest No agreement with regard to compensation or profit sharing in connection with dealings in securities of the Company by Key Managerial Persons, Director and Promoter
11.	Other Corporate Governance requirements	27	Yes	<ul style="list-style-type: none"> Compliance with discretionary requirements Filing of quarterly compliance report on Corporate Governance
12.	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> Terms and conditions for appointment of Independent Directors Composition of various Committees of the Board of Directors Code of Conduct of Board of Directors and Senior Management Personnel Details of establishment of Vigil Mechanism / Whistle-blower policy Policy on dealing with Related Party Transactions Policy for determining material subsidiaries Details of familiarization programmes imparted to Independent Directors

Practising Company Secretary's Certificate Regarding Compliance of Conditions of Corporate Governance

To
The Members of Reliance Infrastructure Limited

We have examined the compliance of the conditions of Corporate Governance by Reliance Infrastructure Limited ('the Company') for the year ended on March 31, 2019, as stipulated under regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. 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 the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended on March 31, 2019.

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.

This certificate is solely issued for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For M/s. Ashita Kaul & Associates
 Practising Company Secretaries

Proprietor
 FCS 6988/ CP 6529

Place : Mumbai
 Date : August 13, 2019