



Reliance Infrastructure Limited
CIN : L75100MH1929PLC001530
Regd. Office:
Reliance Centre, Ground Floor,
19, Walchand Hirachand Marg,
Ballard Estate, Mumbai 400 001

Tel: +91 22 4303 1000
Fax: +91 22 4303 4662
www.rinfra.com

May 30, 2023

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001

BSE Scrip Code: 500390

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051
NSE Scrip Symbol: RELINFRA

Dear Sirs,

**Sub.: Compliance under Regulation 24A of the Securities and Exchange Board of India
(Listing Obligation and Disclosure Requirements) Regulations, 2015**

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and NSE & BSE Circulars dated March 16, 2023 and April 10, 2023, we enclose herewith Annual Secretarial Compliance Report issued by M/s. Ashita Kaul & Associates, Practicing Company Secretary, for the financial year ended March 31, 2023.

Yours faithfully,
For Reliance Infrastructure Limited

Paresh Rathod
Company Secretary

Encl: as above

**ANNUAL SECRETARIAL COMPLIANCE REPORT
OF RELIANCE INFRASTRUCTURE LIMITED FOR
THE YEAR ENDED 31ST MARCH, 2023**

*[Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019
and NSE & BSE Circulars dated March 16, 2023 and April 10, 2023]*

To,
Reliance Infrastructure Limited
Reliance Centre, Ground Floor,
19, Walchand Hirachand Marg,
Ballard Estate, Mumbai 400001
BSE Scrip Code: 500390
NSE Symbol: RELINFRA

We, M/s Ashita Kaul & Associates have examined:

- a) all the documents and records made available to us and explanation provided by **Reliance 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 document/ filing, as may be relevant, which has been relied upon to make this certification,

For the financial year ended 31st March, 2023 (“Review Period”) in respect of compliance with the provisions

- 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



ASHITA KAUL & ASSOCIATES
Company Secretaries
F-76-A, 1st Floor, Eternity Commercial Complex,
Teen Haath Naka, LBS Marg, Thane West-400604
Phone: 9892332128

examined include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ; - Not Applicable
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

And circulars/ guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

- i. The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder
- ii. The listed entity has taken the following actions to comply with the observation made in previous reports:

S	Compliance	Regu	D	Acti	Ty	Det	Fine	Obser	Manag	Rem
r	Requiremen	lation	e	on	pe	ails	Am	vatio	ement	arks
N	ts	/	v	take	of	of	ount	n/	Respo	
	(Regulation	Circu	i	n by	Act	vio		Rema	nse	



ASHITA KAUL & ASSOCIATES
Company Secretaries
F-76-A, 1st Floor, Eternity Commercial Complex,
Teen Haath Naka, LBS Marg, Thane West-400604
Phone: 9892332128

o	/ Circulars/ Guidelines)	lar Num bers	a t i o n		ion	lati on		rks		
NOT APPLICABLE										

The additional information pursuant to NSE & BSE Circulars dated March 16, 2023 and April 10, 2023, respectively, is given as per Annexure – A.

Date: 30.05.2023

Place: Thane

UDIN: F006988E000420821



**For Ashita Kaul & Associates
Company Secretaries**

**Proprietor
FCS 6988/ CP 6529**

Detailed Annexure A

1. The additional affirmations to be provided while submitting ASCR are as follows:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	-
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	-
3.	<p><u>Maintenance and disclosures on Website:</u></p> <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 reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	-
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	-
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	-



ASHITA KAUL & ASSOCIATES
Company Secretaries
F-76-A, 1st Floor, Eternity Commercial Complex,
Teen Haath Naka, LBS Marg, Thane West-400604
Phone: 9892332128

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
6.	<p><u>Preservation of Documents:</u></p> <p>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.</p>	Yes	-
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	-
8.	<p><u>Related Party Transactions:</u></p> <p>(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</p>	Yes	-
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	-
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions 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</p>	N/A	There were no actions taken by SEBI or Stock Exchange(s)



Email: ashkaulcs@gmail.com

ASHITA KAUL & ASSOCIATES
Company Secretaries
F-76-A, 1st Floor, Eternity Commercial Complex,
Teen Haath Naka, LBS Marg, Thane West-400604
Phone: 9892332128

	circulars/ guidelines issued thereunder		
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	N/A	There were no non-compliances by the company.

Date: 30.05.2023

Place: Thane

UDIN: F006988E000420821



For Ashita Kaul & Associates
Company Secretaries

Ashita
Proprietor
FCS 6988/ CP 6529

Note: This report is to be read with our letter of even date which is annexed as 'Annexure B' and forms an integral part of this report.

ANNEXURE B

To,
Reliance Infrastructure Limited
Reliance Centre, Ground Floor
19, Walchand Hirachand Marg,
Ballard Estate, Mumbai- 400001

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Ashita Kaul & Associates
Practicing Company Secretaries



Ashita
Proprietor
FCS 6988/CP 6529
Peer Review: 1718/2022

Place: Thane
Date: 30.05.2023
UDIN: F006988E000420821