

CORPORATE GOVERNANCE REPORT



K. SETHURAMAN

At RIL, Corporate Governance is an ethically driven business process that is committed to values, aimed at enhancing its brand and reputation. This is demonstrated in shareholder returns, high credit ratings, governance processes and performance with conducive work environment. RIL has laid a strong foundation for making Corporate Governance a way of life by having a mix of persons of eminence and integrity at Board and leadership levels, including competent professionals across the organisation and putting in place best systems, processes and technology.

“Between my past, the present and the future, there is one common factor: Relationship and Trust. This is the foundation of our growth.”

Founder Chairman
Shri Dhirubhai H. Ambani

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the report containing the details of Corporate Governance systems and processes at Reliance Industries Limited (RIL) is as follows:

At RIL, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success, and we remain committed to maximising stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses. We believe that any business conduct can be ethical only when it rests on the six core values of Customer Value, Ownership Mindset, Respect, Integrity, One Team and Excellence.

STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholders' aspirations and societal expectations. Good governance practices stem from the dynamic culture and positive mindset of the organisation. We are committed to meet the aspirations of all our stakeholders. This is demonstrated in shareholder returns, high credit ratings, governance processes and an entrepreneurial performance focused work environment.

Additionally, our customers have benefited from high quality products delivered at extremely competitive prices.

The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons. The demands of Corporate Governance require professionals to raise their competence and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics. It has thus become crucial to foster and sustain a culture that integrates all components of good governance by carefully balancing the complex inter-relationship among the Board of Directors, Audit Committee, Corporate Social Responsibility and Governance Committee, Finance, Compliance and Assurance teams, Auditors and the senior management. Our employee satisfaction is reflected in the stability of our senior management, low attrition across various levels and substantially higher productivity. Above all, we feel honoured to be integral to India's social development. Details of several such initiatives are available in the Report on Corporate Social Responsibility.

At RIL, we believe that as we move closer towards our aspirations of being a global corporation, our Corporate Governance standards must be globally benchmarked. Therefore, we have institutionalised the right building blocks for future growth. The building blocks will ensure that we achieve our ambition in a prudent and sustainable manner. RIL not only adheres to the prescribed Corporate Governance practices as per the Listing Regulations, but is also committed to sound Corporate Governance principles and practices. It constantly strives to adopt emerging best practices being followed worldwide. It is our endeavour to achieve higher standards and provide oversight and guidance to the management in strategy implementation, risk management and fulfilment of stated goals and objectives.

Over the years, we have strengthened governance practices. These practices define the way business is conducted and value is generated. Stakeholders' interests are taken into account, before making any business decision. RIL has the distinction of consistently rewarding its shareholders for four eventful decades from its first IPO. Since then, RIL has moved from one big idea to another and these milestones continue to fuel its relentless pursuit of ever-higher goals.

On standalone basis, we have grown by a Compounded Annual Growth Rate (CAGR) of Revenues 23.6%, EBITDA 25.6% and Net Profit 26.9%. The financial markets have endorsed our sterling performance and the market capitalisation has increased by CAGR of 31.5% during the same period. In terms of distributing wealth to our shareholders, apart from having a track record of uninterrupted dividend payout, we have also delivered consistent unmatched shareholder returns since listing. The result of our initiative is our ever widening reach and recall. Our shareholder base has grown from 52,000 after the IPO to a consolidated present base of around 2.5 million.

For decades, RIL is growing in step with India's industrial and economic development. The Company has helped transform the Indian economy with big-ticket projects and world-class execution. The quest to help elevate India's quality of life continues and is unabated. It emanates from a fundamental article of faith: 'What is good for India is good for Reliance'.

We believe, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation. It is an upward-moving target that we collectively strive towards achieving. Our multiple initiatives towards maintaining the highest standards of governance are detailed in the following pages.

APPROPRIATE GOVERNANCE STRUCTURE WITH DEFINED ROLES AND RESPONSIBILITIES

The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent of the system. The Company's shareholders appoint the Board of Directors, which in turn governs the Company. The Board has established seven Committees to discharge its responsibilities in an effective manner. RIL's Company Secretary acts as the Secretary to all the committees. The Chairman and Managing Director (CMD) provides overall direction and guidance to the Board. In the operations and functioning of the Company, the CMD is assisted by four Executive Directors and a core group of senior level executives.

The Chairman of the Board ('the Chairman') is the leader of the Board. The Chairman is responsible for fostering and promoting the integrity of the Board while nurturing a culture where the Board works harmoniously for the long-term benefit of the Company and all its stakeholders. The Chairman guides the Board for effective governance structure in the Company. In doing so, the Chairman presides at the meetings of the Board and the shareholders of the Company.

The Chairman takes a lead role in managing the Board and facilitating effective communication among Directors. The Chairman is responsible for matters pertaining to governance, including the organisation and composition of the Board, the organisation and conduct of Board meetings, effectiveness of

the Board, committees and individual Directors in fulfilling their responsibilities. The Company Secretary assists the Chairman in management of the Board's administrative activities such as meetings, schedules, agendas, communication and documentation.

The Chairman actively works with the Human Resources, Nomination and Remuneration Committee to plan the Board and committees' composition, induction of directors to the Board, plan for director succession, participate in the Board effectiveness evaluation process and meet the individual directors to provide constructive feedback and advice.

The Chairman is responsible for corporate strategy, brand equity, planning, external contacts and all management matters.

BOARD LEADERSHIP

A majority of the Board i.e. 8 out of 14, are Independent Directors. At RIL, it is our belief that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. The Board's actions and decisions are aligned with the Company's best interests. It is committed to the goal of sustainably elevating the Company's value creation. The Company has defined guidelines and an established framework for the meetings of the Board and committees. These guidelines seek to systematise the decision-making process at the meetings of the Board and committees in an informed and efficient manner.

The Board critically evaluates the Company's strategic direction, management policies and their effectiveness. The agenda for the Board reviews include strategic review from each of the Committees, a detailed analysis and review of annual strategic and operating plans, capital allocation and budgets. Additionally, the Board reviews related party transactions, possible risks and risk mitigation measures, financial reports and business reports from each of the sector heads. Frequent and detailed interaction sets the agenda and provides the strategic roadmap for the Company's future growth.

ETHICS/GOVERNANCE POLICIES

At RIL, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

- Code of Conduct
- Code of Conduct for Prohibition of Insider Trading
- Health, Safety and Environment (HSE) Policy
- Vigil Mechanism and Whistle Blower Policy

CORPORATE GOVERNANCE REPORT

- Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
- Corporate Social Responsibility Policy
- Policy for Selection of Directors and determining Directors Independence
- Remuneration Policy for Directors, Key Managerial Personnel and other Employees
- Policy for determining Material Subsidiaries
- Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
- Policy for Preservation of Documents
- Policy on Determination and Disclosure of Materiality of Events and Information and Web Archival Policy
- Dividend Distribution Policy

AUDITS AND INTERNAL CHECKS AND BALANCES

S R B C & CO LLP, Chartered Accountants and D T S & Associates, Chartered Accountants, are proposed as Auditors of the Company, for a term of 5 (five) consecutive years, subject to ratification of appointment by the members at the every Annual General Meeting to be held after the ensuing Annual General Meeting. The Company has an Internal Audit Cell besides external firms acting as independent internal auditors that reviews internal controls and operating systems and procedures. A dedicated Legal Compliance Cell ensures that the Company conducts its businesses with high standards of legal, statutory and regulatory compliances. RIL has instituted a legal compliance programme in conformity with the best international standards, supported by a robust online system that covers Company's all businesses as well as its subsidiaries. The purview of this system includes various statutes, such as industrial and labour laws, taxation laws, corporate and securities laws and health, safety and environment regulations.

At the heart of our processes is the extensive use of technology. This ensures robustness and integrity of financial reporting and internal controls, allows optimal use and protection of assets, facilitates accurate and timely compilation of financial statements and management reports and ensures compliance with statutory laws, regulations and company policies.

MANAGEMENT INITIATIVES FOR CONTROLS AND COMPLIANCE

The Company has established the Reliance Management System (RMS) as part of its transformation agenda. RMS incorporates an integrated framework for managing risks and internal controls. The internal financial controls have been documented, embedded and digitised in the business processes. Internal controls are regularly tested for design, implementation and operating effectiveness.

BEST CORPORATE GOVERNANCE PRACTICES

RIL maintains the highest standards of Corporate Governance. It is the Company's constant endeavour to adopt the best Corporate Governance practices keeping in view the international codes of Corporate Governance and practices of well-known global companies. Some of the best implemented global governance norms include the following:

- The Company has a designated Lead Independent Director with a defined role.
- All securities related filings with Stock Exchanges are reviewed every quarter by the Stakeholders' Relationship Committee.
- The Company has independent Board Committees for matters related to Corporate Governance and stakeholders' interface and nomination of Board members.
- The Company's internal audit is also conducted by independent auditors.
- The Company also undergoes quarterly secretarial audit conducted by an independent company secretary who is in whole-time practice. The quarterly secretarial audit reports are placed before the Board and the annual secretarial audit report placed before the Board, is included in the Annual Report.

BUSINESS AND FUNCTIONAL RISK AND ASSURANCE COMMITTEES (BRACS)

To have a better assessment of the business and functional risks and to monitor risk mitigation effectiveness based on risk evaluation, the concept of BRACs was introduced comprising senior management personnel in the said committee.

RIL'S SUSTAINABILITY REPORTING JOURNEY

RIL commenced annual reporting of its triple-bottom-line performance from the financial year (FY) 2004-05. All its sustainability reports are assured externally. The maiden report in FY 2004-05, was based on then prevalent GRI G2 guidelines, received 'in-accordance' status from GRI. The subsequent reports from FY 2006-07 to FY 2010-11 were based on 'GRI G3' guidelines and GRI Checked with an 'A+' application level. From FY 2006-07, in addition to GRI G3 Sustainability Reporting Guidelines, RIL referred to the American Petroleum Institute / The International Petroleum Industry Environmental Conservation Association (API/IIPECA), Sustainability Reporting Guidelines and the United Nations Global Compact (UNGC) Principles. From FY 2006-07, RIL has also aligned its sustainability activities with the focus areas of the World Business Council for Sustainable Development. From FY 2011-12, RIL adopted the newly published GRI G3.1 guidelines and in addition referred to GRI G3.1 – Oil & Gas Sector Supplement. In the same year, RIL also aligned its sustainability report with the National Voluntary Guidelines on Social, Environmental

and Economic Responsibilities of Business framed by the Government of India. RIL was among the first to adopt GRI's G4 Guidelines from FY 2014-15 and also aligned the G4 Report to the 17 Sustainable Development Goals (SDG) released at the United Nation Sustainable Development Summit in 2015 which embrace a universal approach to the sustainable development agenda. Since October 2016, the GRI G4 guidelines have transitioned to GRI Standards. The GRI standards are the first global standards for sustainability reporting. In the current year, RIL has adopted the GRI standards for sustainability reporting.

To strengthen its commitment to responsible business, the Board of the Company has adopted Business Responsibility Framework based on the principles of National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVEG) as issued by the Ministry of Corporate Affairs, Government of India. In conformance to the NVEG and Regulation 34 of the Listing Regulations, a Business Responsibility Report is attached forming part of the Annual Report. This Report is in addition to RIL's Sustainability Report.

INTEGRATED REPORTING

During the year 2016-17, RIL has embraced integrated reporting approach aligned with the International Integrated Reporting Council's (IIRC) <IR> framework. The long term sustainability of any business is not only limited to its financial or economic value creation, but also depends, among other things, on the timely and sufficient availability of natural resources, people with the right skill sets, knowledge and technology to support business processes and license to operate from all relevant stakeholders. The concept of six capitals as propounded by the <IR> Framework also states the interrelatedness of each capital to the other. Value creation across each capital is fundamental to the long term viability of RIL's business. This integrated annual report also spells out the extent to which RIL's operations and strategy are integrated with the capitals viz; .

1. NATURAL CAPITAL

RIL focuses on the five areas i.e. clean air, clean water, preventing soil contamination, preserving flora and fauna and diligent use of scarce resources. RIL's intent is to ensure minimisation of environmental impact through mitigation and offset initiatives. While positive impacts like enhanced renewable portfolio and enhanced water and waste recycling help RIL offset negative impacts, mitigation of unavoidable impacts is carried out through advanced technological interventions such as clean technologies and investment in pollution control equipment

2. HUMAN CAPITAL

RIL has created employment for more than 1.4 lakhs of employees and through Jio more than 50 lakh people were employed. It continues to maintain a progressive people environment, where purpose driven talent is attracted, engaged and motivated by a consistent, meritocratic HR

framework. RIL has provided around 76.06 lakh man-hours training to its people. RIL embraces a culture of diversity and provides equal opportunity to all its employees.

3. INTELLECTUAL CAPITAL

RIL has transitioned from a smart buyer of technology to a fast customiser of technology and a flagship developer through largely in-house developed technology that creates significant value.

4. MANUFACTURED CAPITAL

Setting up Refinery off gas cracker, Petcoke gasification plant, improving long term supply security of ethane to the existing crackers were some of the key ongoing projects in FY 2016-17. Jio has built a world-class all-IP data strong future proof network with latest 4G LTE technology. It is future ready and can be easily upgraded to support even more data, as technologies advance on to 5G, 6G and beyond.

5. FINANCIAL CAPITAL

RIL has maintained two notches above India's sovereign rating for its international debt at BBB+ by S&P. The ratings have been maintained despite RIL being in an investment cycle. RIL is able to access capital from diversified market at competitive rates.

6. SOCIAL AND RELATIONSHIP CAPITAL

RIL, through its social development projects under the seven focus areas, has enabled the promotion of equitable economic growth and ensured a more sustainable, inclusive and people-centric development. GenNext Hub, a uniquely positioned global programme helped start-ups think big and grow fast

SHAREHOLDERS' COMMUNICATIONS

The Board recognises the importance of two-way communication with shareholders, giving a balanced report of results and progress and responding to questions and issues raised. RIL's corporate website (www.ril.com) has information for institutional and retail shareholders alike. Shareholders seeking information related to their shareholding may contact the Company directly or through Company's Registrars and Transfer Agents, details of which are available on the Company's website. RIL ensures that complaints and suggestions of its shareholders are responded to. A comprehensive and informative shareholders' referencer is appended to this Annual Report highlighting various securities related transactions towards knowledge sharing.

ROLE OF THE COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all

CORPORATE GOVERNANCE REPORT

relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters.

BOARD OF DIRECTORS

BOARD COMPOSITION AND CATEGORY OF DIRECTORS

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors. The composition of the Board and category of Directors are as follows:

Category	Name of Directors
Promoter Directors	Mukesh D. Ambani (Chairman and Managing Director) Nita M. Ambani (Non-Executive, Non-Independent Director)
Independent Directors	Mansingh L. Bhakta Yogendra P. Trivedi Dr. Dharam Vir Kapur Prof. Ashok Misra Prof. Dipak C. Jain Dr. Raghunath A. Mashelkar Adil Zainulbhai Raminder Singh Gujral
Executive Directors	Nikhil R. Meswani Hital R. Meswani P.M.S. Prasad Pawan Kumar Kapil

Smt. Nita M. Ambani is the spouse of Shri Mukesh D. Ambani. Shri Nikhil R. Meswani and Shri Hital R. Meswani, are brothers and not related to promoter directors. None of the other directors are related to any other director on the Board.

SELECTION OF INDEPENDENT DIRECTORS

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Human Resources, Nomination and Remuneration Committee, for appointment, as Independent Director on the Board. The Committee, *inter alia*, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under law.

FAMILIARISATION PROGRAMMES FOR BOARD MEMBERS

The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices.

Periodic presentations are made at the Board and Committee meetings on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the Company's business segments are made at the separate meetings of the Independent Directors from time to time.

Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors. Site visits to various plant locations are organised for the Independent Directors to enable them to understand the operations of the Company.

The details of such familiarisation programmes for Independent Directors are put up on the website of the Company and can be accessed at <http://www.ril.com/InvestorRelations/Downloads.aspx>

LEAD INDEPENDENT DIRECTOR

The Company's Board of Directors has designated Shri Mansingh L. Bhakta as the Lead Independent Director way back in October 2005. The Lead Independent Director's role is as follows:

- To preside over all meetings of Independent Directors
- To ensure there is an adequate and timely flow of information to Independent Directors
- To liaise between the Chairman and Managing Director, the Management and the Independent Directors
- To preside over meetings of the Board and Shareholders when the Chairman and Managing Director is not present, or where he is an interested party
- To perform such other duties as may be delegated to the Lead Independent Director by the Board/ Independent Directors

MEETINGS OF INDEPENDENT DIRECTORS

The Company's Independent Directors met four times during the financial year 2016-17 and held meetings without the presence of Executive Directors. Such meetings were conducted to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the Lead Independent Director. The Lead Independent Director takes appropriate steps to present Independent Directors' views to the Chairman and Managing Director.

CODE OF CONDUCT

The Company has in place a comprehensive Code of Conduct ('the Code') applicable to the Directors and employees. The Code is applicable to Non-Executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. Customer Value, Ownership Mind-set, Respect, Integrity, One Team and Excellence.

A copy of the Code has been put up on the Company's website and can be accessed at <http://www.ril.com/InvestorRelations/Downloads.aspx>. The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

A declaration signed by the Company's Chairman and Managing Director is published in this Report.

SUCCESSION PLANNING

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

PERFORMANCE EVALUATION CRITERIA FOR DIRECTORS

The Human Resources, Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Directors including Independent Directors. The said criteria provide certain parameters like attendance, acquaintance with business, communicating *inter se* board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by global peers etc., which is in compliance with applicable laws, regulations and guidelines.

DIRECTORS' PROFILE

A brief resume of Directors, nature of their expertise in specific functional areas and names of companies in which they hold Directorships, Memberships/ Chairmanships of Board Committees are available on the website of the Company: www.ril.com.

BOARD MEETINGS, BOARD COMMITTEE MEETINGS AND PROCEDURES

INSTITUTIONALISED DECISION-MAKING PROCESS

The Board of Directors is the apex body constituted by shareholders for overseeing the Company's overall functioning.

The Board provides and evaluates the Company's strategic direction, management policies and their effectiveness, and ensures that shareholders' long-term interests are being served.

The Board has constituted seven Committees, viz. Audit Committee, Human Resources, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility and Governance Committee, Risk Management Committee, Health, Safety and Environment Committee and Finance Committee. The Board is authorised to constitute additional functional Committees, from time to time, depending on business needs.

The Company's internal guidelines for Board / Committee meetings facilitate decision-making process at its meetings in an informed and efficient manner. The following sub-sections deal with the practice of these guidelines at RIL.

SCHEDULING AND SELECTION OF AGENDA ITEMS FOR BOARD MEETINGS

Minimum five pre-scheduled Board meetings are held annually. Additional Board meetings are convened to address the Company's specific needs. In case of business exigencies or urgency, resolutions are passed by circulation. The Board notes compliance reports of all laws applicable to the Company, every quarter.

The meetings are held at the Company's office at Maker Chambers IV, 222, Nariman Point, Mumbai 400 021 and major plant locations as decided by the Board.

The Company's various business heads / service heads are advised to schedule their work plans well in advance, particularly with regard to matters requiring discussion/ approval/decision at Board/Committee meetings. Such matters are communicated by them to the Company Secretary in advance so that they are included in the agenda for Board/ Committee meetings.

The Board is given presentations covering Finance, Sales, Marketing, the Company's major business segments and their operations, overview of business operations of major subsidiary companies, global business environment, the Company's business areas, including business opportunities and strategy and risk management practices before taking on record the Company's quarterly/annual financial results.

The Chairman of the Board and Company Secretary, in consultation with other concerned members of the senior management, finalise the agenda for Board meetings.

The agenda and notes on agenda are circulated to Directors in advance, and in the defined agenda format. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled

CORPORATE GOVERNANCE REPORT

before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

All Board and Committee meetings agenda papers are disseminated electronically on a real-time basis, by uploading them on a secured online application specifically designed for this purpose, thereby eliminating circulation of printed agenda papers.

RECORDING MINUTES OF PROCEEDINGS AT BOARD AND COMMITTEE MEETINGS

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

POST MEETING FOLLOW-UP MECHANISM

The guidelines for Board and Board Committee meetings facilitate an effective post meeting follow-up, review and reporting process for decisions taken by the Board and Committees thereof.

Important decisions taken at Board/ Committee meetings are communicated promptly to the concerned departments/ divisions. Action taken report on decisions/minutes of the

previous meeting(s) is placed at the succeeding meeting of the Board/Committees for noting.

COMPLIANCE

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Companies Act, 2013 read with rules issued thereunder, as applicable and Secretarial Standard-1 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

NUMBER OF BOARD MEETINGS HELD WITH DATES

Six Board meetings were held during the year, as against the minimum requirement of four meetings. The details of Board meetings held are given below:

Date	Board Strength	No. of Directors Present
April 22, 2016	14	13
July 15, 2016	14	14
July 28, 2016	14	14
October 20, 2016	14	13
January 16, 2017	14	12
January 24, 2017	14	11

ATTENDANCE OF DIRECTORS AT BOARD MEETINGS, LAST ANNUAL GENERAL MEETING (AGM) AND NUMBER OF OTHER DIRECTORSHIPS AND CHAIRMANSHIPS / MEMBERSHIPS OF COMMITTEES OF EACH DIRECTOR IN VARIOUS COMPANIES:

Name of the Director	Attendance at meetings during 2016-17		No. of Other Directorship(s) as on 31-03-2017	No. of Membership(s) / Chairmanship(s) of Board Committees in other Companies as on 31-03-2017
	Board	AGM	(1)	(2)
Mukesh D. Ambani	6	Yes	4	Nil
Mansingh L. Bhakta	5	Yes	Nil	Nil
Yogendra P. Trivedi	6	Yes	8	2
Dr. Dharam Vir Kapur	6	Yes	5	4 (including 3 as Chairman)
Prof. Ashok Misra	6	Yes	5	2
Prof. Dipak C. Jain	5	No	3	2
Dr. Raghunath A. Mashelkar	4	Yes	11	3 (including 1 as Chairman)
Adil Zainulbhai	6	No	7	6 (including 5 as Chairman)
Raminder Singh Gujral	6	Yes	1	1
Nita M. Ambani	4	Yes	3	Nil
Nikhil R. Meswani	6	Yes	1	1 (as Chairman)
Hital R. Meswani	6	Yes	2	Nil
P.M.S. Prasad	6	Yes	2	1
Pawan Kumar Kapil	5	Yes	Nil	Nil

(1) The Directorships, held by Directors as mentioned above, do not include directorships in foreign companies.

(2) In accordance with Regulation 26 of the Listing Regulations, Memberships/Chairmanships of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies (excluding RIL) have been considered.

Video/tele-conferencing facility is provided to facilitate Directors to participate in the meetings.

The number of directorship, committee membership / chairmanship(s) of all Directors is within the respective limits prescribed under the Companies Act, 2013 and Listing Regulations.

BOARD COMMITTEES

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

COMPOSITION OF COMMITTEES OF THE COMPANY

AUDIT COMMITTEE	HUMAN RESOURCES, NOMINATION AND REMUNERATION COMMITTEE
<ol style="list-style-type: none"> 1. Yogendra P. Trivedi Independent Director (Chairman of the Committee) 2. Dr. Raghunath A. Mashelkar Independent Director 3. Adil Zainulbhai Independent Director 4. Raminder Singh Gujral Independent Director 	<ol style="list-style-type: none"> 1. Adil Zainulbhai Independent Director (Chairman of the Committee) 2. Yogendra P. Trivedi Independent Director 3. Dr. Dharam Vir Kapur Independent Director 4. Dr. Raghunath A. Mashelkar Independent Director
STAKEHOLDERS' RELATIONSHIP COMMITTEE	CORPORATE SOCIAL RESPONSIBILITY AND GOVERNANCE COMMITTEE
<ol style="list-style-type: none"> 1. Yogendra P. Trivedi Independent Director (Chairman of the Committee) 2. Nikhil R. Meswani Executive Director 3. Hital R. Meswani Executive Director 4. Prof. Ashok Misra Independent Director 	<ol style="list-style-type: none"> 1. Yogendra P. Trivedi Independent Director (Chairman of the Committee) 2. Nikhil R. Meswani Executive Director 3. Dr. Dharam Vir Kapur Independent Director 4. Dr. Raghunath A. Mashelkar Independent Director
RISK MANAGEMENT COMMITTEE	HEALTH, SAFETY AND ENVIRONMENT COMMITTEE
<ol style="list-style-type: none"> 1. Adil Zainulbhai Independent Director (Chairman of the Committee) 2. Hital R. Meswani Executive Director 3. P.M.S. Prasad Executive Director 4. Alok Agarwal Chief Financial Officer 5. Srikanth Venkatachari Joint Chief Financial Officer 	<ol style="list-style-type: none"> 1. Hital R. Meswani Executive Director (Chairman of the Committee) 2. Dr. Dharam Vir Kapur Independent Director 3. P.M.S. Prasad Executive Director 4. Pawan Kumar Kapil Executive Director
FINANCE COMMITTEE	
<ol style="list-style-type: none"> 1. Mukesh D. Ambani Chairman and Managing Director (Chairman of the Committee) 2. Nikhil R. Meswani Executive Director 3. Hital R. Meswani Executive Director 	

Shri K. Sethuraman, Group Company Secretary and Chief Compliance Officer, is the Secretary of all the Committees.

CORPORATE GOVERNANCE REPORT

MEETINGS OF COMMITTEES HELD DURING THE YEAR AND DIRECTORS' ATTENDANCE:

Committees of the Company	Audit Committee	Human Resources Nomination and Remuneration Committee	Corporate Social Responsibility and Governance Committee	Stakeholders' Relationship Committee	Health, Safety and Environment Committee	Finance Committee	Risk Management Committee
Meetings held	7	6	4	4	4	5	4
Directors' Attendance							
Mukesh D. Ambani	NA	NA	NA	NA	NA	5	NA
Mansingh L Bhakta	NA	NA	NA	NA	NA	NA	NA
Yogendra P Trivedi	7	6	4	4	NA	NA	NA
Dr. Dharam Vir Kapur	NA	6	4	NA	4	NA	NA
Prof. Ashok Misra	NA	NA	NA	4	NA	NA	NA
Prof. Dipak C. Jain	NA	NA	NA	NA	NA	NA	NA
Dr. Raghunath A. Mashelkar	6	5	4	NA	NA	NA	NA
Adil Zainulbhai	7	6	NA	NA	NA	NA	4
Raminder Singh Gujral	7	NA	NA	NA	NA	NA	NA
Nita M. Ambani	NA	NA	NA	NA	NA	NA	NA
Nikhil R. Meswani	NA	NA	2	4	NA	5	NA
Hital R. Meswani	NA	NA	NA	4	4	5	4
P.M.S. Prasad	NA	NA	NA	NA	4	NA	4
Pawan Kumar Kapil	NA	NA	NA	NA	4	NA	NA

N.A. – Not a member of the Committee

PROCEDURE AT COMMITTEE MEETINGS

The Company's guidelines relating to Board meetings are applicable to Committee meetings. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its function. Minutes of proceedings of Committee meetings are circulated to the committee members and placed before Board meetings for noting.

TERMS OF REFERENCE AND OTHER DETAILS OF COMMITTEES

AUDIT COMMITTEE

COMPOSITION OF THE COMMITTEE

Yogendra P. Trivedi (Chairman of the Committee)	Independent Director
Dr. Raghunath A. Mashelkar	Independent Director
Adil Zainulbhai	Independent Director
Raminder Singh Gujral	Independent Director

The Committee's composition and terms of reference are in compliance with provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. Members of the Audit Committee possess requisite qualifications.

TERMS OF REFERENCE OF AUDIT COMMITTEE
INTER ALIA INCLUDE THE FOLLOWING

- 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
- Recommending the appointment, remuneration and terms of appointment of statutory auditors including cost auditors of the Company
- Approving payment to statutory auditors, including cost auditors, for any other services rendered by them
- Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgement by the management;
 - Significant adjustments made in financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;

- Disclosure of any related party transactions; and
 - Qualifications / modified opinions in draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval
- Monitoring and reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, and so on), the statement of funds utilised 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
- Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process
- Approval or any subsequent modification of transactions of the Company with related parties
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary
- Evaluation of internal financial controls and risk management systems
- Reviewing, with the management, the performance of statutory auditors and internal auditors, adequacy of internal control systems
- Formulating the scope, functioning, periodicity and methodology for conducting the internal audit
- 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
- Discussion with internal auditors of any significant findings and follow-up thereon
- 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
- 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
- To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors
- To review the functioning of the Vigil Mechanism and Whistle Blower mechanism
- Approval of appointment of the CFO (i.e. the whole-time Finance Director or any other person heading the finance

function or discharging that function) after assessing qualifications, experience and background, and so on of the candidate

- Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries
- Reviewing mandatorily the following information:
 - (a) The Management Discussion and Analysis of financial condition and results of operations
 - (b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management
 - (c) Management letters/letters of internal control weaknesses issued by the statutory auditors
 - (d) Internal audit reports relating to internal control weaknesses; and
 - (e) Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor / internal auditor(s)
- Carrying out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment as may be applicable

GENERAL

The representatives of Statutory Auditors are permanent invitees to the Audit Committee meetings. The representatives of Statutory Auditors, Executives from Accounts department, Finance department, Corporate Secretarial department and Internal Audit department attend the Audit Committee meetings. The Cost Auditors attend the Audit Committee meeting where cost audit report is discussed. The due date for filing the cost audit report in XBRL mode for the financial year ended March 31, 2016 was August 14, 2016 and the cost audit report was filed by the Company on August 10, 2016. The cost audit report of the Company for financial year ended March 31, 2017 will be filed with Central Government on or before the due date as prescribed under Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014.

The Internal Auditor reports directly to the Audit Committee.

The Chairman of the Audit Committee was present at the last Annual General Meeting held on September 01, 2016.

MEETING DETAILS

Seven meetings of the Committee were held during the year, as against the minimum requirement of four meetings. The meetings were held on April 22, 2016; July 15, 2016; August 29, 2016; October 14, 2016; October 20, 2016; January 16, 2017; March 09, 2017. The details of attendance are given in this Report.

CORPORATE GOVERNANCE REPORT

HUMAN RESOURCES, NOMINATION AND
REMUNERATION COMMITTEE

COMPOSITION OF THE COMMITTEE

Adil Zainulbhai (Chairman of the Committee)	Independent Director
Yogendra P. Trivedi	Independent Director
Dr. Dharam Vir Kapur	Independent Director
Dr. Raghunath A. Mashelkar	Independent Director

The Committee's composition and terms of reference are in compliance with provisions of the Companies Act, 2013, Regulation 19 of the Listing Regulations and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time.

TERMS OF REFERENCE OF HUMAN RESOURCES,
NOMINATION AND REMUNERATION COMMITTEE
INTER ALIA INCLUDE THE FOLLOWING

- Formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees
- Formulate the criteria for evaluation of Independent Directors and the Board
- Devise a policy on Board diversity
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal
- Carry out evaluation of every Director's performance
- Consider extension or continuation of term of appointment of independent directors on the basis of the report of performance evaluation of independent directors.
- Recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria
- Administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme
- Review human resources policies and overall human resources of the Company
- Perform such other functions as may be necessary or appropriate for the performance of its duties
- Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment as may be applicable

MEETING DETAILS

Six meetings of the Human Resources, Nomination and Remuneration Committee were held during the year. The

meetings were held on April 21, 2016; July 14, 2016; July 28, 2016; October 17, 2016; January 16, 2017; March 27, 2017. The details of attendance are given in this Report.

The details relating to remuneration of Directors, as required under Regulation 34 read with Schedule V of the Listing Regulations, have been given under a separate section, viz. 'Directors' Remuneration' in this Report.

STAKEHOLDERS' RELATIONSHIP
COMMITTEE

COMPOSITION OF THE COMMITTEE

Yogendra P. Trivedi (Chairman of the Committee)	Independent Director
Nikhil R. Meswani	Executive Director
Hital R. Meswani	Executive Director
Prof. Ashok Misra	Independent Director

The Stakeholders' Relationship Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders' / investors' / security holders' complaints.

The Committee's composition and terms of reference are in compliance with provisions of the Companies Act, 2013 and Regulation 20 the Listing Regulations.

TERMS OF REFERENCE OF STAKEHOLDERS'
RELATIONSHIP COMMITTEE *INTER ALIA* INCLUDE
THE FOLLOWING

- Oversee and review all matters connected with the transfer of the Company's securities
- Approve issue of the Company's duplicate share / debenture certificates
- Consider, resolve and monitor redressal of investors' / shareholders' / security holders' grievances related to transfer of securities, non-receipt of Annual Report, non-receipt of declared dividend and so on.
- Oversee the performance of the Company's Registrars and Transfer Agents
- Recommend methods to upgrade the standard of services to investors
- Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading
- Perform such other functions as may be necessary or appropriate for the performance of its duties
- Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable

MEETING DETAILS

Four meetings of the Committee were held during the year. The meetings were held on May 09, 2016; July 15, 2016; October 19, 2016; January 16, 2017. The details of attendance are given in this Report.

COMPLIANCE OFFICER

Shri K. Sethuraman, Group Company Secretary and Chief Compliance Officer, is the Compliance Officer for complying with requirements of Securities Laws.

PROHIBITION OF INSIDER TRADING

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading.

INVESTOR GRIEVANCE REDRESSAL

The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:

Type of Complaints	Number of Complaints
Non-Receipt of Annual Reports	350
Non-Receipt of Dividend	1,757
Non-Receipt of Interest/ Redemption Warrants	3
Transfer of securities	182
Total	2,292

As on March 31, 2017, no complaints were outstanding.

All letters received from the investors are replied to and the response time for attending to investors' correspondence during financial year 2016-17 is shown in the following table:

	Number	%
Total number of correspondence received during 2016-17	1,50,528	100.00
Replied within 1 to 4 days of receipt	1,50,188	99.77
Replied within 5 to 7 days of receipt	340	0.23
Received in last week of March 2017 have been replied in April 2017	216	-

CORPORATE SOCIAL RESPONSIBILITY AND GOVERNANCE COMMITTEE

COMPOSITION OF THE COMMITTEE

Yogendra P. Trivedi (Chairman of the Committee)	Independent Director
Nikhil R. Meswani	Executive Director
Dr. Dharam Vir Kapur	Independent Director
Dr. Raghunath A. Mashelkar	Independent Director

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating

and monitoring implementation of the framework of corporate social responsibility policy, observe practices of Corporate Governance at all levels, and to suggest remedial measures wherever necessary. The Board has also empowered the Committee to look into matters related to sustainability and overall governance.

The Committee's composition and terms of reference are in compliance with the provisions of the Companies Act, 2013.

TERMS OF REFERENCE OF CORPORATE SOCIAL RESPONSIBILITY AND GOVERNANCE COMMITTEE

INTER ALIA INCLUDE THE FOLLOWING

- Formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made thereunder
- Recommend the amount of expenditure to be incurred on the CSR activities
- Monitor the implementation of the CSR Policy of the Company from time to time
- Approve the Corporate Sustainability Reports and oversee the implementation of sustainability activities
- Oversee the implementation of policies contained in the Business Responsibility Policy Manual and to make any changes / modifications, as may be required, from time to time and to review and recommend the Business Responsibility Reports (BRR) to the Board for its approval
- Observe practices of Corporate Governance at all levels and to suggest remedial measures wherever necessary
- Ensure compliance with Corporate Governance norms prescribed under Listing Regulations, the Companies Act and other statutes or any modification or re-enactment thereof
- Advise the Board periodically with respect to significant developments in the law and practice of Corporate Governance and to make recommendations to the Board for appropriate revisions to the Company's Corporate Governance Guidelines
- Monitor the Company's compliance with Corporate Governance Guidelines and applicable laws and regulations and make recommendations to the Board on all such matters and on any corrective action to be taken, as the Committee may deem appropriate
- Review and assess the adequacy of the Company's Corporate Governance Manual, Code of Conduct for Directors and Senior Management, Code of Ethics and other internal policies and guidelines and monitor that principles described therein are being incorporated into the Company's culture and business practices
- Formulate / approve codes and / or policies for better governance

CORPORATE GOVERNANCE REPORT

- Provide correct inputs to the media so as to preserve and protect the Company's image and standing
- Disseminate factually correct information to investors, institutions and the public at large
- Establish oversight on important corporate communication on behalf of the Company with the assistance of consultants / advisors, if necessary
- Ensure institution of standardised channels of internal communications across the Company to facilitate a high level of disciplined participation
- Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties

MEETING DETAILS

Four meetings of the Corporate Social Responsibility and Governance Committee were held during the year. The meetings were held on April 21, 2016; July 14, 2016; October 21, 2016; January 17, 2017. The details of attendance are given in this Report.

RISK MANAGEMENT COMMITTEE

COMPOSITION OF THE COMMITTEE

Adil Zainulbhai (Chairman of the Committee)	Independent Director
Hital R. Meswani	Executive Director
P.M.S. Prasad	Executive Director
Alok Agarwal	Chief Financial Officer
Srikanth Venkatachari	Joint Chief Financial Officer

The Committee's prime responsibility is to implement and monitor the risk management plan and policy of the Company. The Committee's composition is in compliance with provisions of Regulation 21 of Listing Regulations.

TERMS OF REFERENCE OF RISK MANAGEMENT COMMITTEE *INTER ALIA* INCLUDE THE FOLLOWING

- Framing of Risk Management Plan and Policy
- Overseeing implementation of Risk Management Plan and Policy
- Monitoring of Risk Management Plan and Policy
- Validating the process of Risk Management
- Validating the procedure for Risk Minimisation
- Periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and risk management processes
- Continually obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed

- Performing such other functions as may be necessary or appropriate for the performance of its oversight function
- Carry out any other function as is mandated by the Board from time to time

MEETING DETAILS

Four meetings of the Committee were held during the year. The meetings were held on May 31, 2016; July 28, 2016; October 21, 2016; January 17, 2017. The details of attendance are given in this Report.

HEALTH, SAFETY AND ENVIRONMENT COMMITTEE

COMPOSITION OF THE COMMITTEE

Hital R. Meswani (Chairman of the Committee)	Executive Director
Dr. Dharam Vir Kapur	Independent Director
P.M.S. Prasad	Executive Director
Pawan Kumar Kapil	Executive Director

The Committee is primarily responsible to monitor and ensure the highest standards of environmental, health and safety norms are maintained, and the Company's operations are in compliance with applicable pollution and environmental laws across all locations. The Committee fulfils its responsibilities by reviewing the management of health, safety, environmental and social impacts of the Company's various projects and operations.

TERMS OF REFERENCE OF HEALTH, SAFETY AND ENVIRONMENT COMMITTEE *INTER ALIA* INCLUDE THE FOLLOWING

- Monitoring and ensuring the highest standards of environmental, health and safety norms
- Ensuring compliance with applicable pollution and environmental laws at the Company's works / factories / locations by putting in place effective systems in this regard and reviewing the same periodically
- Reviewing, as the Committee deems appropriate, the Company's health, safety and environment related policy and making recommendations as necessary
- Reviewing the Company's performance on health, safety and environment related matters and suggesting improvements as the Committee may deem necessary
- Reviewing procedures and controls being followed at the Company's various manufacturing facilities and plants for compliance with relevant statutory provisions
- Reviewing regularly and making recommendations about changes to the charter of the Committee
- Obtaining or performing an annual evaluation of the Committee's performance and making appropriate recommendations

- Carry out any other function as is mandated by the Board from time to time

MEETING DETAILS

Four meetings of the Health, Safety and Environment Committee were held during the year. The meetings were held on April 22, 2016; July 14, 2016; October 19, 2016; January 17, 2017. The details of attendance are given in this Report.

FINANCE COMMITTEE

COMPOSITION OF THE COMMITTEE

Mukesh D. Ambani (Chairman of the Committee)	Chairman and Managing Director
Nikhil R. Meswani	Executive Director
Hital R. Meswani	Executive Director

TERMS OF REFERENCE OF FINANCE COMMITTEE

INTER ALIA INCLUDE THE FOLLOWING

- Review the Company's financial policies, risk assessment and minimisation procedures, strategies and capital structure, working capital and cash flow management, and make such reports and recommendations to the Board with respect thereto, as it may deem advisable
- Review banking arrangements and cash management
- Exercise all powers to borrow money (otherwise than by issue of debentures) within limits approved by the Board, and take necessary actions connected therewith, including refinancing for optimisation of borrowing costs
- Give guarantees/issue letters of comfort/providing securities within the limits approved by the Board
- Borrow money by way of loan and/or issue and allot bonds/notes denominated in one or more foreign currencies in international markets for the purpose of refinancing the existing debt, capital expenditure, general corporate purposes, including working capital requirements and possible strategic investments within limits approved by the Board

- Provide corporate guarantee/performance guarantee by the Company within the limits approved by the Board
- Approve opening and operation of Investment Management Accounts with foreign banks and appoint them as agents, establishment of representative/sales offices in or outside India
- Other transactions or financial issues that the Board may desire to have them reviewed by the Finance Committee
- Delegate authorities from time to time to the executives/authorised persons to implement the Committee's decisions
- Review regularly and make recommendations about changes to the charter of the Committee
- Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable

MEETING DETAILS

Five meetings of the Finance Committee were held during the year. The meetings were held on April 22, 2016; July 15, 2016; October 20, 2016; November 14, 2016; January 16, 2017. The details of attendance are given in this Report.

DIRECTORS' REMUNERATION

REMUNERATION POLICY

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is annexed as Annexure III B to the Board's Report. Further, the Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors.

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

REMUNERATION OF THE CHAIRMAN AND MANAGING DIRECTOR AND WHOLE-TIME DIRECTORS DURING 2016-17

(₹ In crore)

Name of the Director	Salary	Perquisites and allowances	Retiral benefits	Commission payable	Performance Linked Incentive Payable	Total	Stock options
Mukesh D. Ambani	4.16	0.60	0.71	9.53	-	15.00	-
Nikhil R. Meswani	1.50	2.83	0.25	12.00	-	16.58	64.18
Hital R. Meswani	1.50	2.83	0.25	12.00	-	16.58	64.18
P.M.S. Prasad	1.40	2.56	0.25	-	3.66	7.87	45.85
Pawan Kumar Kapil	0.60	0.80	0.11	-	1.03	2.54	1.00

CORPORATE GOVERNANCE REPORT

The Chairman and Managing Director's compensation has been set at ₹ 15 crore as against ₹38.75 crore as approved, reflecting his desire to continue to set a personal example for moderation in managerial compensation levels.

Performance criteria for two Executive Directors, entitled for Performance Linked Incentive (PLI), are determined by the Human Resources, Nomination and Remuneration Committee.

The tenure of office of the Managing Director and Whole-time Directors is for 5 (five) years from their respective dates of appointments, and can be terminated by either party by giving three months' notice in writing. There is no separate provision for payment of severance fees.

Sitting fee and commission on net profit to Non-Executive Directors for the financial year 2016-17:

(₹ In crore)

Name of the Non-Executive Director	Sitting Fee	Commission	Total
Mansingh L Bhakta	0.09	1.35	1.44
Yogendra P Trivedi	0.31	1.35	1.66
Dr. Dharam Vir Kapur	0.24	1.35	1.59
Prof. Ashok Misra	0.14	1.35	1.49
Prof. Dipak C. Jain	0.09	1.35	1.44
Dr. Raghunath A. Mashelkar	0.22	1.35	1.57
Adil Zainulbhai	0.26	1.35	1.61
Nita M. Ambani	0.04	1.35	1.39
Raminder Singh Gujral	0.17	1.35	1.52
TOTAL	1.56	12.15	13.71

During the year, the Company paid ₹ 88.65 lakh as professional fees to Kanga & Co., a firm in which the Company's Director, Shri Mansingh L. Bhakta, is a partner. There were no other pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company. The Company has not granted any stock option to any of its Non-Executive Directors.

SUBSIDIARY COMPANIES' MONITORING FRAMEWORK

All subsidiary companies are Board managed with their Boards having the rights and obligations to manage such companies in the best interest of their stakeholders. The Company does not have any material unlisted subsidiary. Keeping in view good corporate governance, Prof. Dipak C. Jain and Shri Adil Zainulbhai, the Company's Independent Directors have been appointed as Independent Directors on the Board of Reliance Retail Ventures Limited an unlisted subsidiary and Reliance Jio Infocomm Limited, a material subsidiary whose non-convertible debt securities are listed.

The Company monitors performance of subsidiary companies, *inter alia*, by the following means:

- Financial statements, in particular investments made by unlisted subsidiary companies, reviewing quarterly by the Company's Audit Committee
- Minutes of Board meetings of unlisted subsidiary companies are placed before the Company's Board regularly.
- A statement containing all significant transactions and arrangements entered into by unlisted subsidiary companies is placed before the Company's Board.

The Company's Policy for determining Material Subsidiaries is put up on the Company's website and can be accessed at <http://www.ril.com/InvestorRelations/Downloads.aspx>

GENERAL BODY MEETINGS

ANNUAL GENERAL MEETINGS

During the preceding three years, the Company's Annual General Meetings were held at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai – 400 020.

The date and time of Annual General Meetings held during last three years, and the special resolution(s) passed thereat, are as follows:

Year	Date	Time	Special Resolution Passed
2015-16	September 01, 2016	11.00 a.m.	i. Offer or invitation for subscription of Non – Convertible Debentures on private placement basis (enabling resolution – not implemented)
2014-15	June 12, 2015	11.00 a.m.	ii. Continuation of employment of Shri Pawan Kumar Kapil as a Whole-time Director designated as Executive Director iii. Offer or invitation for subscription of Non – Convertible Debentures on private placement basis (enabling resolution – not implemented)
2013-14	June 18, 2014	11.00 a.m.	i. Payment of remuneration to Non-executive Directors not exceeding in aggregate one percent of the net profits of the Company ii. Offer or invitation for subscription of Non – Convertible Debentures on private placement basis (enabling resolution – not implemented) iii. Adoption of new Articles of Association of the Company

SPECIAL RESOLUTION(S) PASSED THROUGH POSTAL BALLOT

No postal ballot was conducted during the financial year 2016-17. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

DISCLOSURES ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS, I.E., THE COMPANY'S TRANSACTIONS THAT ARE OF MATERIAL NATURE, WITH ITS PROMOTERS, DIRECTORS AND THE MANAGEMENT, THEIR RELATIVES OR SUBSIDIARIES, AMONG OTHERS THAT MAY HAVE POTENTIAL CONFLICT WITH THE COMPANY'S INTERESTS AT LARGE

The Company's major related party transactions are generally with its subsidiaries and associates. The related party transactions are entered into based on considerations of various business exigencies, such as synergy in operations, sectoral specialisation and the Company's long-term strategy for sectoral investments, optimisation of market share, profitability, legal requirements, liquidity and capital resources of subsidiaries and associates.

All the contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and at an arm's length basis.

During the year, the Company had not entered into any contract/ arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Please refer to Note 30 of Standalone Financial Statements, forming part of the Annual Report.

None of the transactions with any of related parties were in conflict with the Company's interest.

The Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions is put up on the Company's website and can be accessed at <http://www.ril.com/InvestorRelations/Downloads.aspx>

DETAILS OF NON-COMPLIANCE BY THE COMPANY, PENALTIES, STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGE OR SEBI, OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS

- (i) The Securities and Exchange Board of India ('SEBI'), on August 08, 2014 had passed an adjudication order on a Show Cause Notice issued to the Company for alleged non-disclosure of the diluted Earnings per Share in the

quarterly financial results for the quarters ended June, 2007, September, 2007, December, 2007, March, 2008, June, 2008 and September, 2008 and imposed monetary penalty of Rs. 13 crore. On an appeal by the Company, the Hon'ble Securities Appellate Tribunal ('SAT'), set aside SEBI's order and remanded the matter for fresh consideration by SEBI. SEBI issued a fresh Show Cause Notice dated April 05, 2016 in the matter. The Company has filed reply to the Show Cause Notice and attended the personal hearing on July 26, 2016. No order has been passed by SEBI so far.

- (ii) SEBI had issued a Show Cause Notice dated November 26, 2015 to the Company alleging that, the Company had not provided the information sought by SEBI regarding categorization of the Directors of the Company as on January 07, 2000. The Company has filed its reply to the aforesaid Show Cause Notice, attended the personal hearing in the matter on February 25, 2016 and has also provided the information to SEBI. No order has been passed by SEBI so far.
- (iii) SEBI has passed an order under section 11B of the Securities and Exchange Board of India Act, 1992 on March 24, 2017 on a Show Cause Notice dated December 16, 2010 issued to the Company in the matter concerning trading in Reliance Petroleum Limited shares by the Company in the year 2007, directing (i) disgorgement of Rs.447.27 crores along with interest calculated at the rate of 12% per annum from November 29, 2007 till date of payment and (ii) prohibiting the Company from dealing in equity derivatives in the F&O segment of the stock exchanges, directly or indirectly for a period of one year from March 24, 2017. The Company is in the process of filing an appeal, challenging SEBI's order before Hon'ble SAT.

WHISTLE-BLOWER POLICY

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism and Whistle-blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

MEANS OF COMMUNICATION

Quarterly results: The Company's quarterly/half yearly/ annual financial results are sent to the Stock Exchanges and published in 'Indian Express', 'Financial Express' and 'Loksatta / Navshakti'. Simultaneously, they are also put up on the Company's website (www.ril.com).

CORPORATE GOVERNANCE REPORT

News releases, presentations, among others: Official news releases and official media releases are sent to Stock Exchanges and are displayed on its website (www.ril.com).

Presentations to institutional investors / analysts: Detailed presentations are made to institutional investors and financial analysts on the Company's quarterly as well as annual financial results. These presentations and Schedule of analyst or institutional investors meet are also put on the Company's website (www.ril.com) as well as sent to the Stock Exchanges. No unpublished price sensitive information is discussed in meeting / presentation with institutional investors and financial analysts.

Website: The Company's website (www.ril.com) contains a separate dedicated section 'Investor Relations' where shareholders' information is available. The Company's Annual Report is also available in downloadable form.

Annual Report: The Annual Report containing, *inter alia*, Audited Financial Statements, Audited Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report.

Chairman's Communiqué: The printed copy of the Chairman's speech is distributed to shareholders at Annual General Meetings. The document is also put on the Company's website (www.ril.com) and sent to the Stock Exchanges.

Reminder to Investors: Reminders for unclaimed shares, unpaid dividend/unpaid interest or redemption amount on debentures are sent to the shareholders / debenture holders as per records every year.

NSE Electronic Application Processing System (NEAPS): The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre'): BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Designated Exclusive email-id: The Company has designated the following email-ids exclusively for investor servicing:

- For queries on Annual Report: investor_relations@ril.com

- For queries in respect of shares in physical mode: riliinvestor@karvy.com

Shareholders' Feedback Survey: The Company had sent feedback forms seeking shareholders' views on various matters relating to investor services and Annual Report 2015-16. The feedback received from shareholders is placed before the Stakeholders' Relationship Committee.

GENERAL SHAREHOLDER INFORMATION

COMPANY REGISTRATION DETAILS

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L17110MH1973PLC019786.

ANNUAL GENERAL MEETING

(Day, Date, Time and Venue)

Friday, July 21, 2017 at 11.00 a.m.

Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Near Bombay Hospital & Medical Research Centre, New Marine Lines, Mumbai 400 020

FINANCIAL YEAR

April 1 to March 31

DIVIDEND PAYMENT DATE

Credit / despatch of dividend payment: Between July 21, 2017 to July 28, 2017.

FINANCIAL CALENDAR (TENTATIVE)

RESULTS FOR THE QUARTER ENDING

June 30, 2017 – Third week of July, 2017

September 30, 2017 – Second week of October, 2017

December 31, 2017 – Third week of January, 2018

March 31, 2018 – Third week of April, 2018

Annual General Meeting – June, 2018

LISTING ON STOCK EXCHANGES

EQUITY SHARES

BSE LIMITED (BSE)

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001
Scrip Code - 500325

NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE)

"Exchange Plaza", C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051

Trading Symbol – RELIANCE EQ

ISIN: INE002A01018

GLOBAL DEPOSITORY RECEIPTS (GDRs)

The GDRs of the Company are listed on Luxembourg Stock Exchange, 11, Avenue de la Porte- Neuve, L – 2227, Luxembourg.

Also traded on International Order Book System (London Stock Exchange) and PORTAL System (NASD, USA) Trading Symbol RILYP, CUSIP 759470107.

OVERSEAS DEPOSITORY

The Bank of New York Mellon Corporation, 101, Barclay Street, New York, NY 10286 USA.

DOMESTIC CUSTODIAN

ICICI Bank Limited, Empire Complex, E7/F7, 1st Floor, 414, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

DEBT SECURITIES

The details of listing of Non-Convertible Debentures issued by the Company are given here below.

Non-Convertible Debentures Series	Listing Details
PPD 177	Listed on Wholesale Debt Market Segment of NSE
PPD 179 - T3	Listed on Wholesale Debt Market Segment of NSE
PPP 180 – T1	Listed on Wholesale Debt Market Segment of BSE and NSE

The Company has issued bonds from time to time in the international markets by way of private placement as well as bond offerings listed on stock exchanges. The Company's bonds are listed on Singapore Stock Exchange, Taipei Exchange and Luxembourg Stock Exchange.

DEBENTURE TRUSTEE

Axis Trustee Services Limited
Axis House, 2nd Floor, Wadia International Centre,
Pandurang Budhkar Marg, Worli, Mumbai 400 025.

PAYMENT OF LISTING FEES

Annual listing fee for the year 2017-18 has been paid by the Company to BSE and NSE. Annual maintenance and listing agency fee for the calendar year 2017 has been paid by the Company to the Luxembourg Stock Exchange.

PAYMENT OF DEPOSITORY FEES

Annual Custody/Issuer fee for the year 2017-18 will be paid by the Company to NSDL and CDSL on receipt of the invoices.

STOCK MARKET PRICE DATA

Month	National Stock Exchange (NSE)			BSE Limited (BSE)		
	High Price (₹)	Low Price (₹)	Volume (No.)	High Price (₹)	Low Price (₹)	Volume (No.)
April 2016	1,069.90	978.85	7,98,51,925	1,070.00	977.85	53,53,032
May 2016	994.95	925.65	6,82,00,780	994.70	925.70	49,33,727
June 2016	994.15	933.40	5,97,03,860	995.00	934.40	52,66,522
July 2016	1,038.75	970.00	5,31,01,084	1,039.00	970.20	62,12,010
August 2016	1,074.00	983.40	6,18,26,490	1,073.55	984.50	62,58,908
September 2016	1,129.55	1,002.30	10,27,51,254	1,128.90	1,003.10	1,13,16,252
October 2016	1,126.25	1,043.40	6,18,44,946	1,124.80	1,043.20	73,30,283
November 2016	1,055.95	930.00	6,54,22,636	1,055.00	932.00	51,70,909
December 2016	1,085.00	986.50	6,59,81,989	1,084.70	987.55	71,08,342
January 2017	1,097.50	1,012.80	6,19,45,957	1,097.00	1,014.05	56,11,677
February 2017	1,256.80	1,022.00	11,51,21,994	1,256.50	1,022.00	1,14,71,980
March 2017	1,337.65	1,227.05	14,98,31,081	1,336.00	1,225.65	1,19,12,93,571

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

SHARE PRICE PERFORMANCE IN COMPARISON TO BROAD BASED INDICES – BSE SENSEX AND NSE NIFTY AS ON MARCH 31, 2017

	BSE (% Change)		NSE (% Change)	
	RIL	Sensex	RIL	Nifty
FY 2016-17	26.21	16.88	26.38	18.55
2 years	59.96	5.95	59.92	8.04
3 years	41.93	32.32	41.92	36.84
5 years	76.30	70.19	75.98	73.24

REGISTRARS AND TRANSFER AGENTS

Karvy Computershare Private Limited
Karvy Selenium Tower B, 6th Floor
Plot 31-32, Gachibowli Financial District,
Nanakramguda, Hyderabad 500 032
Tel: +91-40-67161700
Toll Free No.: 1800 425 8998 (From 9:00 a.m. to 6:00 p.m.)
Fax: +91-40-67161680
e-mail: rilinvestor@karvy.com Website: www.karvy.com

CORPORATE GOVERNANCE REPORT

SHARE TRANSFER SYSTEM

Share transfers are processed and share certificates duly endorsed are delivered within a period of seven days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission, and so on of the Company's securities to the Managing Director and/or Company Secretary. A summary of transfer/transmission of securities

of the Company so approved by the Managing Director/ Company Secretary is placed at quarterly Board meeting / Stakeholders' Relationship Committee. The Company obtains from a Company Secretary in Practice half-yearly certificate to the effect that all certificates have been issued within thirty days of the date of lodgement of the transfer, sub division, consolidation and renewal as required under Regulation 40(9) of the Listing Regulations and files a copy of the said certificate with Stock Exchanges.

SHAREHOLDING PATTERN AS ON MARCH 31, 2017

Sr. No.	Category of shareholder	Number of shareholders	Total number of shares	As a percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group			
(1)	Indian	55*	1,46,31,01,074	45.00
(2)	Foreign	-	-	-
	Total Shareholding of Promoter and Promoter Group	55	1,46,31,01,074	45.00
(B)	Public Shareholding			
(1)	Institutions	2152	1,09,17,98,248	33.58
(2)	Non-institutions	24,99,098	60,39,66,432	18.58
	Total Public Shareholding	25,01,250	1,69,57,64,680	52.16
(C)	Shares held by Custodians and against which Depository Receipts have been issued			
(1)	Promoter and Promoter Group	-	-	-
(2)	Public	1	9,24,12,346	2.84
	TOTAL (A) + (B) + (C)	25,01,306	3,25,12,78,100	100.00

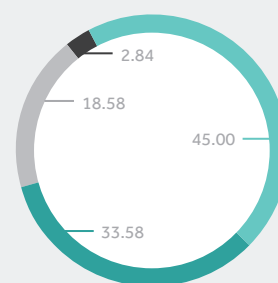
* As per disclosure under regulation 30(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, furnished by the promoters.

SHAREHOLDING OF DIRECTORS

Name of Director	No. of shares held as on March 31, 2017
Mukesh D. Ambani	36,15,846
Mansingh L. Bhakta	3,36,000
Yogendra P. Trivedi	27,984
Dr. Dharam Vir Kapur	13,544
Prof. Ashok Misra	2,300
Prof. Dipak C. Jain	-
Dr. Raghunath A. Mashelkar	-
Adil Zainulbhai	-
Raminder Singh Gujral	-
Nita M. Ambani	33,98,146
Nikhil R. Meswani	16,78,374
Hital R. Meswani	16,11,886
P. M. S. Prasad	10,36,666
Pawan Kumar Kapil	33,499

CATEGORY - WISE SHAREHOLDING (%)

■ Promoter ■ Institutions ■ Non-Institutions ■ GDR Holders



DISTRIBUTION OF SHAREHOLDING BY SIZE AS ON MARCH 31, 2017

Category (Shares)	Holders	Shares	% of Total Shares
Up to 500	23,93,969	16,14,28,853	4.97
501 - 1000	62,585	4,42,09,511	1.36
1001 - 5000	39,428	7,44,58,334	2.29
5001 - 10000	2,734	1,89,59,537	0.58
10001 - 20000	972	1,34,97,885	0.42
Above 20000	1,618	2,93,87,23,980	90.39
TOTAL	25,01,306	3,25,12,78,100	100.00

BUILD-UP OF EQUITY SHARE CAPITAL

Particulars	Allotment Date	No. of Shares
Subscribers to Memorandum	October 19, 1975	1,100
Shareholders of Reliance Textile Industries Limited (Merged with the Company)	May 9, 1977	59,50,000
Conversion of Loan	September 28, 1979	9,40,000
Rights Issue – I	December 31, 1979	6,47,832
Bonus Issue – I	September 19, 1980	45,23,359
Debenture Series I Conversion	December 31, 1980	8,40,575
Consolidation of Fractional Coupon Shares	May 15, 1981	24,673
Conversion of Loan	June 23, 1981	2,43,200
Conversion of Loan	September 22, 1981	1,40,800
Rights Issue II	October 6, 1981	23,80,518
Debenture Series II Conversion	December 31, 1981	8,42,529
Debenture Series I Conversion Phase II	December 31, 1981	27,168
Shareholders of Sidhpur Mills Co Limited (Merged with the Company)	April 12, 1982	81,059
Rights Issue II NRI	June 15, 1982	774
Debenture Series III Conversion	August 31, 1982	19,20,000
Rights Issue II	September 9, 1982	41
Shareholders of Sidhpur Mills Co Limited (Merged with the Company) II	December 29, 1982	1,942
Bonus Issue- II	September 30, 1983	1,11,39,564
Shareholders of Sidhpur Mills Co Limited (Merged with the Company) III	September 30, 1983	371
Debenture Series IV Conversion	September 30, 1983	64,00,000
Shareholders of Sidhpur Mills Co Limited (Merged with the Company) IV	April 5, 1984	617
Shareholders of Sidhpur Mills Co Limited (Merged with the Company) V	June 20, 1984	50
Debenture Series I Conversion	October 1, 1984	97,66,783
Debenture Series II Conversion	December 31, 1984	2,16,571
Shareholders of Sidhpur Mills Co Limited (Merged with the Company) VI	January 31, 1985	91
Consolidation of Fractional Coupon Shares	April 30, 1985	45,005
Debenture Series E Conversion	April 30, 1985	53,33,333
Debenture Series III Conversion	July 5, 1985	52,835
Debenture Series IV Conversion	December 17, 1985	42,871
Shareholders of Sidhpur Mills Co Limited (Merged with the Company) VII	December 31, 1985	106
Consolidation of Fractional Coupon Shares	December 31, 1985	610
Shareholders of Sidhpur Mills Co Limited (Merged with the Company) VIII	November 15, 1986	40,284
Shareholders of Sidhpur Mills Co Limited (Merged with the Company) IX	April 1, 1987	169
Debenture Series G Conversion	August 1, 1987	6,60,30,100
Rights Issue III	February 4, 1988	3,15,71,695
Debenture Series G Conversion	February 4, 1988	29,35,380
Shareholders of Sidhpur Mills Co Limited (Merged with the Company) X	June 2, 1988	25
Shareholders of Sidhpur Mills Co Limited (Merged with the Company) XI	October 31, 1988	10
Shareholders of Sidhpur Mills Co Limited (Merged with the Company) XII	November 29, 1990	322
Shareholders of Sidhpur Mills Co Limited (Merged with the Company) XIII	May 22, 1991	46
Shareholders of Sidhpur Mills Co Limited (Merged with the Company) XIV	October 10, 1991	25
Euro Issue GDR-I	June 3, 1992	1,84,00,000

CORPORATE GOVERNANCE REPORT

Particulars	Allotment Date	No. of Shares
Shareholders of Sidhpur Mills Co Limited (Merged with the Company)		4,060
Shareholders of Reliance Petrochemicals Limited (Merged with the Company)	December 4, 1992	7,49,42,763
Loan Conversion	July 7, 1993	3,16,667
Debenture Series H Conversion	August 26, 1993	3,64,60,000
Warrant Conversion (Debenture Series F)	August 26, 1993	1,03,16,092
Euro Issue GDR II	February 23, 1994	2,55,32,000
Loan Conversion	March 1, 1994	18,38,950
Warrant Conversion (Debenture Series J)	August 3, 1994	87,40,000
Private Placement of Shares	October 21, 1994	2,45,45,450
Conversion of Reliance Petrochemicals Limited Debentures	December 22, 1994	75,472
Shareholders of Reliance Polypropylene Limited and Reliance Polyethylene Limited (Merged with the Company)	March 16, 1995	9,95,75,915
Warrants Conversion	March 10, 1995	74,80,000
Conversion of 3.5% ECB Due 1999 I	May 24, 1997	544
Conversion of 3.5% ECB Due 1999 II	July 11, 1997	13,31,042
Conversion of 3.5% ECB Due 1999 III	July 22, 1997	6,05,068
Conversion of 3.5% ECB Due 1999 IV	September 13, 1997	18,64,766
Conversion of 3.5% ECB Due 1999 V	October 22, 1997	18,15,755
Conversion of 3.5% ECB Due 1999 VI	November 4, 1997	1,03,475
Bonus Issue III	December 20, 1997	46,60,90,452
Conversion of 3.5% ECB Due 1999 VII	December 4, 1997	15,68,499
Conversion of 3.5% ECB Due 1999 VIII	September 27, 1999	7,624
Conversion of Warrants	January 12, 2000	12,00,00,000
Shareholders of Reliance Petroleum Limited (Merged with the Company)	October 23, 2002	34,26,20,509
Shareholders of Indian Petrochemicals Corporation Limited (Merged with the Company)	October 13, 2007	6,01,40,560
Exercise of Warrants	October 3, 2008	12,00,00,000
ESOS – Allotment	Various dates in 2008-09	1,49,632
Shareholders of Reliance Petroleum Limited (Merged with the Company)	September 30, 2009	6,92,52,623
Bonus Issue IV	November 28, 2009	1,62,67,93,078
ESOS – Allotment	Various dates in 2009-10	5,30,426
ESOS – Allotment	Various dates in 2010-11	29,99,648
ESOS – Allotment	Various dates in 2011-12	13,48,763
ESOS – Allotment	February 22, 2013	1,86,891
ESOS – Allotment	Various dates in 2013-14	32,38,476
ESOS – Allotment	Various dates in 2014-15	37,86,907
ESOS - Allotment	Various dates in 2015-16	46,87,556
ESOS- Allotment	Various dates in 2016-17	1,09,01,779
Less: Shares bought back and extinguished on January 24, 2005		-28,69,495
Less: Shares bought back and extinguished from February 08, 2012 to January 22, 2013		-4,62,46,280
TOTAL EQUITY AS ON MARCH 31, 2017		325,12,78,100

CORPORATE BENEFITS TO INVESTORS

DIVIDEND DECLARED FOR THE LAST 10 YEARS

Financial Year	Dividend Declaration	Dividend per Share*
2006-07	March 10, 2007	11
2007-08	June 12, 2008	13
2008-09	October 07, 2009	13
2009-10	June 18, 2010 (post bonus issue 1:1)	7
2010-11	June 03, 2011	8
2011-12	June 07, 2012	8.5
2012-13	June 06, 2013	9
2013-14	June 18, 2014	9.5
2014-15	June 12, 2015	10
2015-16	March 10, 2016	10.50

* Share of paid-up value of ₹10 per share

Note: The Board has recommended a dividend of ₹11/- per share, for the financial year 2016-17.

BONUS ISSUES OF FULLY PAID-UP EQUITY SHARES

Financial Year	Ratio
1980-81	3:5
1983-84	6:10
1997-98	1:1
2009-10	1:1

SHARES ISSUED ON DEMERGER

Consequent upon the demerger of the coal based, gas based, financial services and telecommunications undertakings / businesses of the Company in December, 2005, the shareholders of the Company were allotted equity shares of the four companies, namely, Reliance Energy Ventures Limited (REVL), Reliance Natural Resources Limited (RNRL), Reliance Capital Ventures Limited (RCVL) and Reliance Communication Ventures Limited (RCoVL) in the ratio of one equity share of each of the companies for every equity share held by shareholders except specified shareholders, in Reliance Industries Limited, as on the record date fixed for the purpose.

Accordingly, 122,31,30,422 equity shares each of REVL, RNRL, RCVL and RCoVL were allotted on January 27, 2006.

DEMATERIALIZATION OF SHARES

Mode of Holding	%
NSDL	96.05
CDSL	1.96
Physical	1.99
TOTAL	100.00

98.01% of Company's paid-up Equity Share Capital has been dematerialised up to March 31, 2017 (97.91% up to March 31, 2016). Trading in Equity Shares of the Company is permitted only in dematerialised form.

LIQUIDITY

The Company's Equity Shares are among the most liquid and actively traded shares on the Indian Stock Exchanges. RIL shares consistently rank among the top few frequently traded shares, both in terms of the number of shares traded, as well as value.

Relevant data for the average daily turnover for the financial year 2016-17 is given below:

	BSE	NSE	Total
Shares (nos.)	51,10,190	38,12,839	89,23,029
Value (in ₹ crore)	650.70	412.43	1,063.13

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

OUTSTANDING GDRS / WARRANTS AND CONVERTIBLE BONDS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

GDRs: Outstanding GDRs as on March 31, 2017 represent 9,24,12,346 equity shares constituting 2.84% of Company's paid-up Equity Share Capital. Each GDR represents two underlying equity shares in the Company. GDR is not a specific time-bound instrument and can be surrendered at any time and converted into the underlying equity shares in the Company. The shares so released in favour of the investors upon surrender of GDRs can either be held by investors concerned in their name or sold off in the Indian secondary markets for cash. To the extent of shares so sold in Indian markets, GDRs can be reissued under the available head-room.

RIL GDR PROGRAMME

RIL GDRs are listed on the Luxembourg Stock Exchange. GDRs are traded on the International Order Book (IOB) of London Stock Exchange. GDRs are also traded amongst Qualified Institutional Investors in the PORTAL System of NASD, USA.

RIL GDRs are exempted securities under US Securities Law. RIL GDR program has been established under Rule 144A and Regulation S of the US Securities Act, 1933. Reporting is done under the exempted route of Rule 12g3-2(b) under the US Securities Exchange Act, 1934.

The Bank of New York Mellon is the Depository and ICICI Bank Limited is the Custodian of all the Equity Shares underlying the GDRs issued by the Company.

EMPLOYEE STOCK OPTIONS

The information on Options granted by the Company during the financial year 2016-17 and other particulars with regard to

CORPORATE GOVERNANCE REPORT

Employees' Stock Options are put up on the Company's website and can be accessed at

<http://www.ril.com/InvestorRelations/Downloads.aspx>

COMMODITY PRICE RISKS / FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company is subject to commodity price risks due to fluctuation in prices of crude oil, gas and downstream petroleum products. The Company's payables and receivables are in U.S. Dollars and due to fluctuations in foreign exchange prices, it is subject to foreign exchange risks. The Company has in place a robust risk management framework for identification and monitoring and mitigation of commodity price and foreign exchange risks. The risks are tracked and monitored on a regular basis and mitigation strategies are adopted in line with the risk management framework. For further details on the above risks, please refer the Enterprise Risk Management section of the Management Discussion and Analysis Report.

PLANT LOCATIONS IN INDIA

REFINING & MARKETING

Jamnagar

Village Meghpar/Padana, Taluka Lalpur, Jamnagar – 361 280, Gujarat, India

Jamnagar Sez Unit

Village Meghpar/Padana, Taluka Lalpur, Jamnagar – 361 280, Gujarat, India

PETROCHEMICALS

Barabanki Manufacturing Division

Dewa Road, P.O. Somaiya Nagar, Barabanki – 225 123, Uttar Pradesh, India

Dahej Manufacturing Division

P. O. Dahej – 392 130, Taluka: Vagra, District Bharuch, Gujarat, India

Hazira Manufacturing Division

Village Mora, P.O. Bhatha, Surat-Hazira Road, Surat – 394 510, Gujarat, India

Hoshiarpur Manufacturing Division

Dharamshala Road, V.P.O. Chohal, District Hoshiarpur – 146 024, Punjab, India

Jamnagar

Village Meghpar/Padana, Taluka Lalpur, Jamnagar – 361 280, Gujarat, India

Jamnagar Sez Unit

Village Meghpar/Padana, Taluka Lalpur, Jamnagar – 361 280, Gujarat, India

Nagothane Manufacturing Division

P. O. Petrochemicals Township, Nagothane – 402 125, Roha Taluka, District Raigad, Maharashtra, India

Patalganga Manufacturing Division

B-1 to B-5 & A3, MIDC Industrial Area, P.O. Rasayani, Patalganga – 410 220, District Raigad, Maharashtra, India

Silvassa Manufacturing Division

342, Kharadpada, P.O. Naroli – 396 235, Union Territory of Dadra and Nagar Haveli, India

Vadodara Manufacturing Division

P. O. Petrochemicals, Vadodara – 391 346, Gujarat, India

OIL & GAS

KG D6 Onshore Terminal

Village Gadimoga, Tallarevu Mandal, East Godavari District – 533 463, Andhra Pradesh, India

Coal Bed Methane Project (CBM)

Village & P. O. : Lalpur, Tehsil: Burhar, District Shahdol, Madhya Pradesh – 484 110, India

TEXTILES

Naroda Manufacturing Division

103/106, Naroda Industrial Estate, Naroda, Ahmedabad – 382 330, Gujarat, India

ADDRESS FOR CORRESPONDENCE

FOR SHARES/DEBENTURES HELD IN PHYSICAL FORM

Karvy Computershare Private Limited
Karvy Selenium Tower B, 6th Floor
Plot 31-32, Gachibowli Financial District,
Nanakramguda, Hyderabad 500 032
Tel: +91-40-67161700
Toll Free No.: 1800 425 8998 (From 9:00 a.m. to 6:00 p.m.)
Fax: +91-40-67161680
e-mail: rilinvestor@karvy.com Website: www.karvy.com

FOR SHARES/DEBENTURES HELD IN DEMAT FORM

Investors' concerned Depository Participant(s) and/or Karvy Computershare Private Limited.

ANY QUERY ON THE ANNUAL REPORT

Shri Sandeep Deshmukh
Vice President - Corporate Secretarial
Reliance Industries Limited
3rd Floor, Maker Chambers IV, 222, Nariman Point,
Mumbai 400 021.
e-mail: investor_relations@ril.com

TRANSFER OF UNPAID/UNCLAIMED AMOUNTS AND SHARES TO INVESTOR EDUCATION AND PROTECTION FUND

During the year under review, the Company has credited ₹ 29.42 crore to the Investor Education and Protection Fund (IEPF) pursuant to Section 125(1) of the Companies Act, 2013.

The cumulative amount transferred by the Company to IEPF up to March 31, 2017 is ₹ 157.81 crore.

In accordance with Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016,

as amended, the Company has initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been paid or claimed by the members for seven consecutive years or more.

The Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company as on September 1, 2016 as also the details of shares liable for transfer in the name of IEPF Authority. The aforesaid details are put on the Company's website and can be accessed at: <http://www.ril.com/InvestorRelations/ShareholdersInformation.aspx>. The Company has also uploaded details of shares liable for transfer in the name of IEPF Authority on the website of the Ministry of Corporate Affairs (www.mca.gov.in)

EQUITY SHARES IN THE SUSPENSE ACCOUNT

In terms of Regulation 39 of the Listing Regulations, the Company reports the following details in respect of equity shares lying in the suspense accounts which were issued in demat form and physical form, respectively:

Particulars	Demat		Physical	
	Number of Shareholders	Number of equity shares	Number of Shareholders (phase wise transfers)	Number of equity shares
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2016	96	1,308	1,60,115	60,47,599
Number of shareholders who approached the Company for transfer of shares and shares transferred from suspense account during the year	-	-	1,096	77,323
Number of shareholders and aggregate number of shares transferred to the Unclaimed Suspense Account during the year	-	-	72	3,712
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2017	96	1,308	1,59,091	59,73,988

The voting rights on the shares in the suspense account shall remain frozen till the rightful owners claim the shares.

COMPLIANCE OF CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)(B) TO (I) OF LISTING REGULATIONS

Sr. No.	Particulars	Regulation	Compliance Status Yes / No/N.A.	Compliance observed for the following during the financial year 2016-17
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> ■ Composition ■ Number of meetings ■ Review of compliance reports ■ Plans for orderly succession for appointments ■ Code of Conduct ■ Fees / compensation to non-executive Directors ■ Minimum information to be placed before the Board ■ Compliance Certificate ■ Risk assessment and management ■ Performance evaluation of Independent Directors

CORPORATE GOVERNANCE REPORT

Sr. No.	Particulars	Regulation	Compliance Status Yes / No/N.A.	Compliance observed for the following during the financial year 2016-17
2.	Audit Committee	18	Yes	<ul style="list-style-type: none"> ■ Composition ■ Number of 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 ■ Role of the Committee
4.	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> ■ Composition ■ Role of the Committee
5.	Risk Management Committee	21	Yes	<ul style="list-style-type: none"> ■ Composition ■ Role of the Committee
6.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> ■ Formulation of Vigil Mechanism for Directors and employees ■ Director access to Chairperson of Audit Committee
7.	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> ■ Policy on Materiality of Related Party transactions and dealing with Related Party Transactions ■ Approval including omnibus approval of Audit Committee ■ Review of Related Party transactions ■ There were no material Related Party transactions
8.	Subsidiaries of the Company	24	Yes	<ul style="list-style-type: none"> ■ The Company did not have any material unlisted subsidiary and as a result the compliances in respect of material unlisted subsidiary were not applicable ■ Review of financial statements of unlisted 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 unlisted subsidiary
9.	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> ■ Maximum directorships and tenure ■ Meetings of Independent Directors ■ Familiarisation of Independent Directors
10.	Obligations with respect to employees including senior management, key managerial persons, 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 ■ 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

COMPLIANCE CERTIFICATE OF THE AUDITORS

Certificate from the Company's Auditors, Chaturvedi & Shah, Deloitte Haskins & Sells LLP and Rajendra & Co., confirming compliance with conditions of Corporate Governance, as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report.

ADOPTION OF MANDATORY AND NON-MANDATORY REQUIREMENTS

The Company has complied with all mandatory requirements of Regulation 34 of the Listing Regulations. The Company has adopted following non-mandatory requirements of Regulation 27 and Regulation 34 of the Listing Regulations.

COMMUNICATION TO SHAREHOLDERS

Half-yearly reports covering financial results were sent to members at their registered addresses.

AUDIT QUALIFICATION

The Company is in the regime of unqualified financial statements.

REPORTING OF INTERNAL AUDITOR

The Internal Auditor directly reports to the Audit Committee.

CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the 'Code of Conduct' and 'Our Code' for the financial year 2016-17.

Mumbai, April 24, 2017

Mukesh D. Ambani

Chairman and Managing Director

CEO AND CFO CERTIFICATION

The Chairman and Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. The Chairman and Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations. The annual certificate given by the Chairman and Managing Director and the Chief Financial Officer is published in this Report.

CORPORATE GOVERNANCE REPORT

CEO / CFO CERTIFICATE

To,
The Board of Directors
Reliance Industries Limited

1. We have reviewed financial statements and the cash flow statement of Reliance Industries Limited for the year ended 31st March, 2017 and to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
 - i. that there are no significant changes in internal control over financial reporting during the year;
 - ii. that there are changes in accounting policies during the year on account of Ind AS adoption and the same have been disclosed in the notes to the financial statement; and
 - iii. that there are no instances of significant fraud of which we have become aware.

Mukesh D. Ambani
Chairman and Managing Director

Alok Agarwal
Chief Financial Officer

Srikanth Venkatachari
Joint Chief Financial Officer

Mumbai, April 24, 2017

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members

Reliance Industries Limited

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

1. This certificate is issued in accordance with the terms of our engagement with Reliance Industries Limited ('the Company').
2. We have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2017, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

MANAGEMENTS' RESPONSIBILITY

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

AUDITOR'S RESPONSIBILITY

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

OPINION

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2017.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Chaturvedi & Shah**
Chartered Accountants
(Registration No.
101720W)
Rajesh D. Chaturvedi
Partner
Membership No.: 45882

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Registration No.
117366W/W-100018)
A. B. Jani
Partner
Membership No.: 46488

For **Rajendra & Co.**
Chartered Accountants
(Registration No.
108355W)
A. R. Shah
Partner
Membership No.: 47166