



11th June, 2015

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

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

Scrip Code: 523445

Trading Symbol: "RIIL"

Dear Sirs,

Sub: Codes under the SEBI (Prohibition of Insider Trading) Regulations, 2015

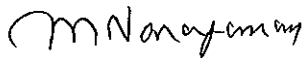
In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations") read with SEBI circular No. CIR/ISD/01/2015 dated May 11, 2015, we confirm the following:

- i. We have formulated and published on our website the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code") as required under Regulation 8(1) of the Regulations; and
- ii. We have formulated and adopted the revised Code of Conduct to Regulate, Monitor and Report Trading as required under Regulation 9(1) of the Regulations.

A copy of the aforesaid Fair Disclosure Code is attached for your information and records.

Thanking you,

Yours faithfully
For Reliance Industrial Infrastructure Limited


K. Sridhar
Company Secretary

Encl.: As above.

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Introduction:

- 1.1 The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") on 15th January, 2015, which is effective from 15th May, 2015.
- 1.2 Pursuant to Regulation 8 of the Regulations, Reliance Industrial Infrastructure Limited ("RIIL" or "the Company") is required to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code").
- 1.3 Accordingly, the Board of Directors of RIIL, has formulated the Fair Disclosure Code.

2. Scope:

- 2.1 RIIL endeavours to preserve the confidentiality of unpublished price sensitive information ("UPSI") and to prevent its misuse. To achieve these objectives, and in compliance with the aforesaid Regulations, RIIL has adopted this Fair Disclosure Code.
- 2.2 This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.
- 2.3 RIIL is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

3. Terms and Definition:

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.



4. Principles of Fair Disclosure:

To adhere to the principles as mentioned in Schedule A to the Regulations, RIIL shall ensure the following:

- 4.1 Promptly disclose publicly any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is generally available.

- 4.2 (a) Uniformly and universally disseminate in a timely manner UPSI to avoid selective disclosure by communicating the same to the Stock Exchange(s) and disclosing the same on its website.

(Note: Under certain circumstances, the Company may keep material information as stipulated under Clause 36 of the Listing Agreement confidential for a limited period of time because immediate disclosure may compromise certain strategic business opportunities of the Company or may not be disclosable due to third party confidentiality restrictions or uncertainty of event. The Executive Director of the Company shall determine when to disclose such material information).

- (b) Disclose media releases issued by it from time to time which are considered to be important for the general public besides uploading the same on Company's website.

- (c) Upload the quarterly and annual financial results on the Company's website, for reference of the general public.

- 4.3 Employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchange(s), the media or others, unless authorised to do so by the Executive Director or the Chief Investor Relations Officer ("CIRO") of the Company.

- 4.4 Promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

- 4.5 Provide appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities such as Stock Exchange(s), etc.

(Note: The Company shall not comment on every market rumour. If Stock Exchange requests, the Company shall submit its response to the market rumour).



- 4.6 Ensure that information shared with analysts and research personnel is not UPSI.
- 4.7 Make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website to ensure official confirmation and documentation of disclosures made.
- 4.8 Handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.
5. The Board of Directors of the Company has appointed Shri K. Sridhar, Company Secretary and Compliance Officer of the Company, as the CIRO who will be reporting to the Executive Director of the Company to deal with dissemination of information and disclosure of UPSI. The CIRO may be contacted by e-mail at: sridhar.kothandaraman@riil.in.
6. The Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary.

