

The logo for Reliance Infrastructure. It features the word "RELIANCE" in white, uppercase, sans-serif font. A small red triangle is positioned between the "I" and "A". The text is set against a solid blue rectangular background.

RELIANCE

Infrastructure

Annual Report 2012-13



Dhirubhai H. Ambani

(28th December, 1932 – 6th July, 2002)

Reliance Group – Founder and Visionary

Profile

Reliance Infrastructure Limited is a constituent of the Reliance Group, one of the leading business houses in India.

Incorporated in 1929, Reliance Infrastructure has emerged as one of India's fastest growing companies in the infrastructure sector. It ranks among India's top listed private companies on all major financial parameters, including assets, sales, profits and market capitalization.

Reliance Infrastructure companies distribute more than 36 billion units of electricity to over 30 million consumers across an area that spans over 1,24,300 sq kms and includes India's two premier cities, Mumbai and Delhi. The companies generate over 941 MW of electricity through its power stations located in Maharashtra, Andhra Pradesh, Kerala, Karnataka and Goa.

Reliance Infrastructure is also the leading player in the Engineering, Procurement and Construction (EPC) segment of the power sector.

Reliance Infrastructure has expanded its foot-print much beyond the power sector. Currently, Reliance Infrastructure group is engaged in the business not only in the fields of generation, transmission, distribution and trading of power but also in other key infrastructural areas.

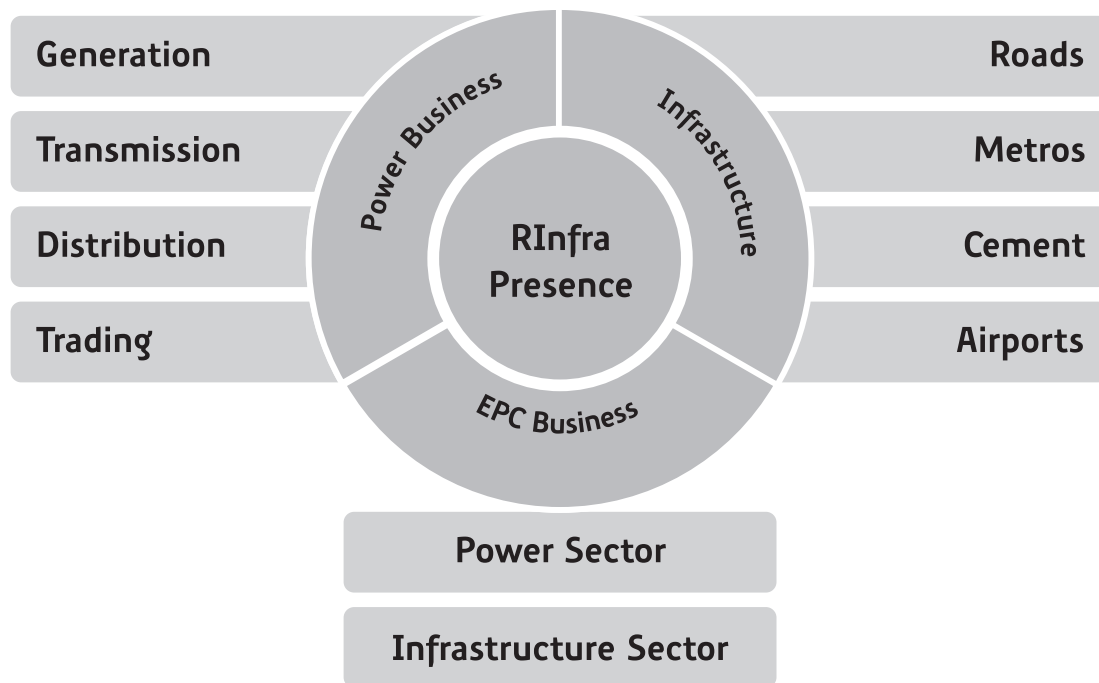
Reliance Infrastructure is developing/operating projects, through various Special Purpose Vehicles (SPVs), in several high growth areas such as roads, metro rail and cement business.

Mission: Excellence in Infrastructure

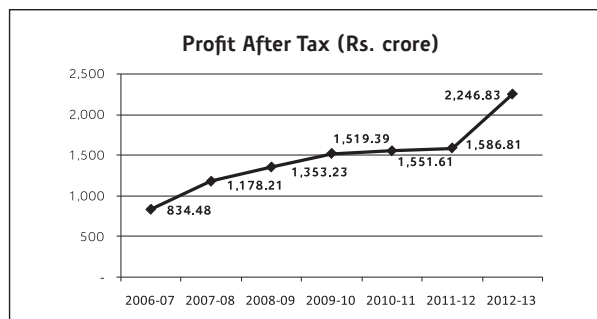
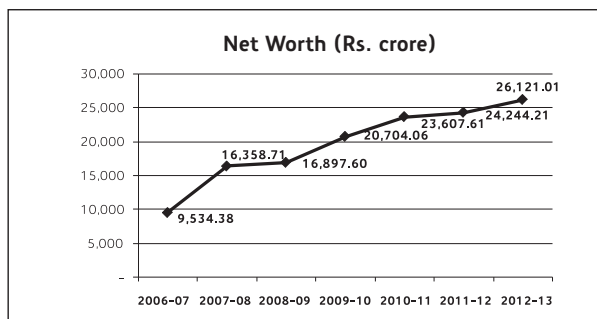
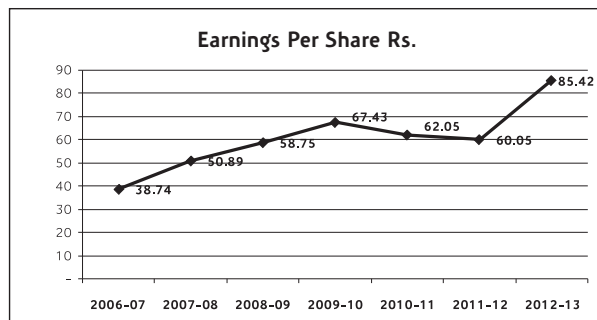
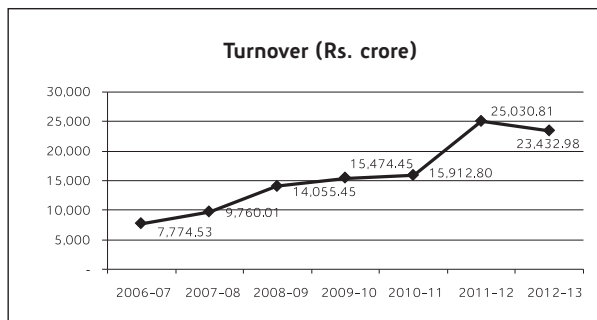
- To attain global best practices and become a world-class utility.
- To create world-class assets and infrastructure to provide the platform for faster, consistent growth for India to become a major world economic power.
- To achieve excellence in service, quality, reliability, safety and customer care.
- To earn the trust and confidence of all customers and stakeholders, exceeding their expectations and make the Company a respected household name.
- To work with vigour, dedication and innovation with total customer satisfaction as the ultimate goal.
- To consistently achieve high growth with the highest levels of productivity.
- To be a technology driven, efficient and financially sound organisation.
- To be a responsible corporate citizen nurturing human values and concern for society, the environment and above all people.
- To contribute towards community development and nation building.
- To promote a work culture that fosters individual growth, team spirit and creativity to overcome challenges and attain goals.
- To encourage ideas, talent and value systems.
- To uphold the guiding principles of trust, integrity and transparency in all aspects of interactions and dealings.

Reliance Infrastructure Limited

Business Mix



Key Financial Highlights (Consolidated)



Board of Directors

Shri Anil Dhirubhai Ambani – Chairman
 Shri S Seth – Vice Chairman
 Dr V K Chaturvedi
 Shri R R Rai
 Shri S S Kohli
 Shri K Ravikumar

Chief Executive Officer

Shri Lalit Jalan

Company Secretary and Manager

Shri Ramesh Shenoy

Auditors

M/s. Haribhakti & Co.
 M/s. Pathak H D & Associates

Registered Office

H Block, 1st Floor
 Dhirubhai Ambani Knowledge City
 Navi Mumbai 400 710
 Maharashtra, India

Registrar and Transfer Agent

Karvy Computershare Private Limited
 Madhura Estate, Municipal No. 1-9/13/C
 Plot No. 13 & 13C, Madhapur Village
 Hyderabad 500 081
 Andhra Pradesh, India
 Website: www.karvy.com

Investor Helpdesk

Toll free no (India) : 1800 4250 999
 Telephone no. : +91 40 4030 8000
 Fax no. : +91 40 2342 0859
 Email : rinfra@karvy.com
 Post your request : <http://kcpl.karvy.com/adag>

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84th Annual General Meeting on Tuesday, August 27, 2013 at 4.00 p.m. or soon after conclusion of the AGM of Reliance Power Limited convened on the same day, whichever is later at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020

This Annual Report can be accessed at www.rinfra.com.

Reliance Infrastructure Limited

Letter to Shareowners



My dear fellow Shareowners

It gives me great pleasure to share with you the highlights of our Company's performance during the year 2012-13.

I am glad to inform you that the Company has made significant progress in implementing various infrastructure projects that have been taken up by the Company in recent years. Within a short span of time, the Company has emerged as one of the leading infrastructure companies of India, developing its infrastructure projects, through various special purpose vehicles, in high growth areas, such as roads, metro rail and cement projects. The Company is also one of the leading utility companies in India, having a presence across the value chain of power businesses i.e. generation, transmission, distribution, trading and engineering, procurement and construction.

Performance review

The highlights of our financial and operational performance during the year 2012-13 are:

- Total income of ₹ 15,405 crore (US\$ 2.8 billion).
- Net Profit of ₹ 1,999.52 crore (US\$ 368 million).
- Cash Earnings Per Share of ₹ 94.9 (US\$ 1.7).
- Earnings Per Share (EPS) of ₹ 76.0 (US\$ 1.4).
- With a net worth of about ₹ 20,236 crore (US\$ 3.7 billion), Reliance Infrastructure ranks among the top performing Indian private sector companies in the country.
- Our group revenues stand at about ₹ 40,980 crore (US\$ 7.5 billion), while our gross fixed assets amount to ₹ 37,330 crore (US\$ 6.9 billion).

Power generation, transmission and distribution

Power Generation

The Company with its wholly owned subsidiary owns and operates power stations in Maharashtra, Goa, Andhra Pradesh and Kerala with aggregate capacity of over 941 MW. The generation units continue to demonstrate significant improvements across major operational, environmental and safety performance parameters. The Dahanu Power Station continues to be the country's best thermal power station in terms of various plant parameters such as plant load factor, plant availability factor, heat rate and auxiliary power consumption.

The power station has been operating with a plant load factor of more than 100 per cent consecutively for the past seven years and overall for nine years.

Power Transmission

The Company is the largest private player in the Indian power transmission sector and is currently implementing three inter state transmission projects consisting of 12 transmission lines across the length and breadth of the national grid.

I am glad to inform you that six transmission lines associated with the Western Region System Strengthening Scheme II Project B and C with a cumulative line length of about 1,440 circuit kms in Maharashtra and Gujarat have already been commissioned and are being successfully operated with a record availability of more than 99 per cent by Reliance Power Transmission Limited (RPTL), the Company's special purpose vehicle for transmission business.

The construction of the remaining three lines covered under these projects is expected to be commissioned during 2013-14. The third project namely Parbati Koldam Transmission Project being executed in a joint venture with Power Grid Corporation of India Limited (PGCIL) has achieved significant construction progress. With all the enabling clearances required to execute the project being in place, commissioning is expected to be achieved by the close of 2013-14.

The transmission business has maintained its high standards with network availability of 99.77 per cent for the year, thus ranking as one of the top performing utilities.

Power Distribution

The Company's distribution system in Mumbai has the distinction of operating its distribution network at 99.98 per cent reliability with aggregate system loss of just around 9.5 per cent.

The Company continues to focus on maintaining low system loss through a variety of technical and physical means and implementing various network augmentation measures. With the upgradation of the Supervisory Control and Data Acquisition system (SCADA) and the Distribution Management System (DMS), the Company is one of the first utilities in India to have the most advanced SCADA technology which enables the system to deliver a seamless integrated platform with Geographical Information System (GIS) for providing customers with enhanced and superior service standards.

Letter to Shareowners

I am glad to inform you that Mumbai Power Distribution Group has launched the 'First' of its kind online chat service for its 29 lakh Mumbai suburban power customers. This avenue would enable the customers to chat online with the Company's representatives for resolution of their queries / grievances on real time basis. Customers can also seek guidance on the status of their application, bill related issues, payment options and other procedural information.

The Power Distribution Division has been consistently improving on its several customer centric initiatives, viz. meter modernization, billing, payment options, dedicated call centres, customer care centres, an informative-interactive and user friendly website.

The EPC Business

The Engineering, Procurement and Construction (EPC) Division currently focuses on the EPC contracts of power projects being implemented by Reliance Power Limited. The Division achieved a turnover of around ₹ 8,000 crore during 2012-13 and has a strong order book position of about ₹ 11,000 crore as of March 31, 2013. The Division has taken various initiatives in engineering, construction and technology areas for successful implementation of mega and ultra mega power projects. The Division follows extensive construction and quality management processes at construction sites, to ensure reliability and efficiency of plants.

Infrastructure Projects

Road Projects

The Company, through special purpose vehicles, is implementing/operating several toll road projects and is one of the largest developers of road and highway projects for the National Highways Authority of India (NHAI). Out of eleven projects, eight road projects are revenue operational and two more road projects are expected to be revenue operational within the current year. The Company is prequalified for NHAI projects of up to ₹ 9,800 crore.

Metro Projects

The Versova-Andheri-Ghatkopar corridor of Mass Rapid Transit System of Mumbai being executed by our special purpose vehicle, Mumbai Metro One Private Limited, is expected to be ready for commercial operation within the current financial year 2013-14. The opening up of this line will reduce vehicular traffic substantially and reduce the traveling time on that corridor from 120 minutes to 20 minutes.

Cement Projects

The Company is setting up, through its subsidiary company, 5 million tons per annum (MTPA) capacity cement plant at Maihar in Madhya Pradesh and another 5 MTPA cement plant at Mukatban in Maharashtra. Over the next five years, the Company aims to build up cement capacity of 20 MTPA.

The Company has already set up a grinding unit at Butibori, near Nagpur, which will use fly-ash to the extent of about 30 per cent of the raw materials for production of cement. In line with its vision to set up cement plants across India, the Company has applied for various mining leases/prospecting licenses in the States of Madhya Pradesh, Maharashtra, Karnataka, Himachal Pradesh, Rajasthan, Uttar Pradesh, Chhattisgarh and Uttarakhand.

Corporate Governance

Reliance Infrastructure has always maintained the highest governance standard and practices by adopting, as is the norm for all constituent companies of the Group, the "Reliance Group-Corporate Governance policies and Code of Conduct". These Policies and Code prescribe a set of systems, processes and principles, which conform to the highest international standards and are reviewed periodically to ensure their continued relevance, effectiveness and responsiveness to the needs of investors, both local and global, and all other stakeholders.

Social Commitments

As a responsible corporate citizen, we continue to contribute actively towards corporate social responsibility measures, focusing on education, healthcare, environment and other social upliftment initiatives. These initiatives are aimed at reaching out to underprivileged communities that live around the areas of our business units. We continue to extend support operationally to the Kokilaben Dhirubhai Ambani Hospital, a multi speciality hospital located in a prime area of Mumbai.

Awards and Recognitions

Our Company continues to receive awards and peer recognition for its outstanding performance across a variety of domains – from excellence in generation to environment, quality, water and energy management, from leadership in technology and innovation to safety and corporate social responsibility. These awards will motivate and spur us further in our quest for even greater excellence in operational and financial performance.

Our Commitment

Our endeavour at all times is to achieve the highest performance standards in the industry and an unchallenged leadership position across all segments in which we operate. Dhirubhai has always emphasized the entrepreneurial principles of quality with quantity, efficiency with equity, enterprise with excellence for improving the quality of life of Indians. We remain committed to upholding his vision and aim at creating even greater value for all our stakeholders.



Anil Dhirubhai Ambani
Chairman

Reliance Infrastructure Limited

Highlights – at a glance

Year Ended 31 st March	2013	2012	2011	2010	2009
Units Sold – (Million Units)	7,164	7,954	9,186	10,163	9,582
Maximum Demand MVA	1,676	1,664	1,671	1,516	1,509
High Tension Mains KMs	3,933	3,906	3,814	3,651	3,860
Low Tension Mains KMs	5,764	5,123	4,871	4,713	3,619
No. of Substations	5,881	5,818	5,596	5,384	5,081
No. of Consumers (in '000) Licensed Area – 400 sq.km	2,880	2,830	2,805	2,761	2,692
No. of Shareholders (in lakhs)	12.97	14.11	14.54	15.09	15.91
Financial Data (₹ in crore)					
Fixed Assets (Net)	7,349	7,754	6,844	4,079	3,905
Investments	13,301	12,785	12,584	10,020	12,147
Share Capital	263	263	267	245	226
Reserves and Surplus	19,973	18,387	17,400	14,366	10,898
Borrowings	11,451	9,189	3,969	4,115	7,332
Gross Revenue	15,405	18,615	10,210	10,908	10,959
Profit Before Tax	2,143	2,498	1,135	1,297	1,193
Profit After Tax	2,000	2,000	1,081	1,152	1,139
Dividends	195	194	191	174	156
Dividend Tax	33	31	31	10	27
Retained Earnings (including statutory reserves)	1,787	1,779	859	968	956
Rate of Dividend on Equity Shares	74%	73%	72%	71%	70%
Earnings Per Share of face value of ₹ 10 each	76	76	43	51	49

1 crore = 10 million

Notice

Notice is hereby given that the 84th Annual General Meeting of the members of **Reliance Infrastructure Limited** will be held on **Tuesday, August 27, 2013** at 4.00 p.m. or soon after the conclusion of the Annual General Meeting of Reliance Power Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020, to transact the following businesses:

Ordinary Business

1. To consider and adopt the audited Balance Sheet as at March 31, 2013, the audited Statement of Profit and Loss for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Shri R R Rai, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri K Ravikumar, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an

Ordinary Resolution:

"RESOLVED THAT M/s. Haribhakti & Co., Chartered Accountants (Firm Registration No 103523W) and M/s. Pathak H D & Associates, Chartered Accountants (Firm Registration No 107783W), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors."

Special Business

6 Issue of Securities to the Qualified Institutional Buyers

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

- "a. RESOLVED THAT pursuant to Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into with the Stock Exchanges and subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR"), the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, applicable rules, regulations, guidelines or laws and/or any approval, consent, permission or sanction of the Central Government, Reserve Bank of India and any other appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "appropriate authorities"), and subject to such conditions as may be prescribed by any one of them while granting any such approval, consent, permission and/or sanction

(hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the Board be and is hereby authorised to issue, offer and allot equity shares/fully convertible debentures/partly convertible debentures/non-convertible debentures with warrants/any other securities (other than warrants), which are convertible into or exchangeable with equity shares on such date as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as "QIP Securities"), to the Qualified Institutional Buyers (QIBs) as per the SEBI ICDR, whether or not such QIBs are members of the Company, on the basis of placement document(s), at such time or times in one or more tranche or tranches, at par or at such price or prices, and on such terms and conditions and in such manner as the Board may, in its absolute discretion determine, in consultation with the lead managers, advisors or other intermediaries, provided however that the aggregate amount raised by issue of QIP Securities as above shall not result in increase of the issued and subscribed equity share capital of the Company by more than 25 per cent of the then issued and subscribed equity shares of the Company.

- b. RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of the QIP Securities shall be the date on which the Board of the Company decides to open the proposed issue or the date on which the holder of the securities which are convertible into or exchangeable with equity shares at a later date becomes entitled to apply for the said shares, as the case may be ("Relevant Date").
- c. RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred to in paragraph (a) above or as may be necessary in accordance with the terms of the offering, all such shares shall rank pari passu with the then existing shares of the Company in all respects, as may be provided under the terms of the issue and in the offering document.
- d. RESOLVED FURTHER THAT such of these QIP Securities to be issued as are not subscribed may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion think fit in accordance with the provisions of law.
- e. RESOLVED FURTHER THAT the issue to the holders of the Securities with equity shares underlying such securities shall be, inter alia, subject to suitable adjustment in the number of shares, the price and the time period, etc., in the event of any change in the equity capital structure of the Company consequent upon any merger, de-merger, amalgamation, takeover or any other re-organisation or restructuring in the Company.

Notice

- f. RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of QIP Securities or instruments representing the same, as described in paragraph (a) above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the entering into of underwriting, marketing and institution/trustees/agents and similar agreements and to remunerate the managers, underwriters and all other agencies/intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in such offerings of QIP Securities, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its absolute discretion deem fit.
- g. RESOLVED FURTHER THAT for the purpose aforesaid, the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of QIP Securities and utilisation of the issue proceeds including but without limitation to the creation of such mortgage/hypothecation/charge on the Company's assets under Section 293(1)(a) of the said Act in respect of the aforesaid QIP Securities either on pari passu basis or otherwise or in the borrowings of loans as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.
- h. RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s)/Authorised Representative(s) of the Company to give effect to the aforesaid resolution."
- By Order of the Board of Directors
- Ramesh Shenoy
Company Secretary
- Registered Office:
H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710
May 14, 2013

Notes :

- 1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll, instead of herself/himself and the proxy need not be a Member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.**
- Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
- Members/Proxies should fill in the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the annual report to the Meeting.
- In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Members who hold share(s) in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
- Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
- a. The Company's Register of Members and Transfer Books will remain closed from Saturday, August 17, 2013 to Tuesday, August 27, 2013 (both days inclusive) for the purpose of Annual General Meeting and determining the names of members eligible for dividend, if declared, on equity shares for the year ended March 31, 2013.
 - b. The dividend on equity shares, as recommended by the Board of Directors, if declared at the Meeting, will be paid after the Meeting.
 - c. Members may please note that the dividend warrants shall be payable at par at the designated branches of the Bank for an initial period of three months only. Thereafter, the dividend warrants on revalidation shall be payable only at limited centres/ branches of the said Bank. Members are, therefore, requested to encash dividend warrants within the initial validity period.
- Members may please note that for shares in electronic form, bank particulars registered against their depository accounts will be used by the Company for payment of dividend. Members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they maintain their demat accounts. The Company or its Registrar and Transfer Agent cannot change bank particulars or bank mandates for shares held in electronic form.
- Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company / Registrar and Transfer Agent, Karvy Computershare Private Limited.
- Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial years 1995-96 to 2005-06(Q1), to the Investor Education and Protection Fund (IEPF) established by the Central