

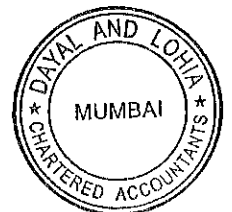
dayal and lohia
chartered accountants

Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the 88th Annual General Meeting of Reliance Infrastructure Limited (the "Company") held on September 26 , 2017 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

Shri Anil D. Ambani
Chairman
Reliance Infrastructure Limited
H Block, 1st Floor,
Dhirubhai Ambani Knowledge City,
Navi Mumbai 400 710

Dear Sir,

1. The Board of Directors of the Company appointed me, Anil Lohia, Chartered Accountant in practice, Partner of M/s. Dayal and Lohia, Chartered Accountants, as a scrutinizer for the purpose of scrutinizing the :
 - (i) e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations); and
 - (ii) poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the Rules;on each of the business contained in the Notice dated April 15, 2017 (the Notice) of the 88th Annual General Meeting of the Members of Reliance Infrastructure Limited (the "Company") held on September 26, 2017 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020 (AGM).
2. The management of the Company is responsible for ensuring compliances with the requirements of the Act, the Rules and SEBI LODR Regulations relating to voting through remote e-voting means and through Poll on the business contained in the Notice of the 88th AGM of the Members of the Company.
3. The Company has appointed M/s. Karvy Computershare Private Limited ("Karvy"), the agency authorised under Rule 20 of the Rules and SEBI LODR Regulations, to provide remote e-voting facility to the Members of the Company from 10:00 A.M. on September 22, 2017 to 5:00 P.M. on September 25, 2017.



4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the AGM), was restricted to scrutinize the remote e-voting process and poll at the AGM in a fair and transparent manner and to prepare a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the remote e-voting system provided by Karvy and based on the result of Poll taken at the AGM.
5. Separate Scrutinizer's Reports of even date have been issued on the remote e-voting and on the poll taken at the AGM on the business contained in the Notice to the AGM. I submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and Poll taken at the AGM as under:-

Item No. 1:-

Ordinary Resolution to consider and adopt :

- a) the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon, and
- b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	424	1,152	1,576	20,93,54,929	20,841	20,93,75,770	99.9998
Against	9	0	9	455	0	455	0.0002
Total	433	1,152	1,585	20,93,55,384	20,841	20,93,76,225	100.0000
Invalid / Abstained	7	0	7	11,38,998	0	11,38,998	---

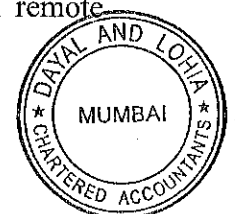
Based on the aforesaid results, Ordinary Resolution No.1 of the Notice dated April 15, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 2:-

Ordinary Resolution to declare dividend on equity shares.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	427	1,152	1,579	20,94,88,517	20,841	20,95,09,358	99.9998
Against	8	0	8	455	0	455	0.0002
Total	435	1,152	1,587	20,94,88,972	20,841	20,95,09,813	100.0000
Invalid / Abstained	5	0	5	10,05,410	0	10,05,410	---

Based on the aforesaid results, Ordinary Resolution No.2 of the Notice dated April 15, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



Item No. 3:-

Ordinary Resolution to appoint a Director in place of Shri S. Seth (DIN 00004631), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	416	1,152	1,568	20,84,56,670	20,841	20,84,77,511	99.5073
Against	17	0	17	10,32,294	0	10,32,294	0.4927
Total	433	1,152	1,585	20,94,88,964	20,841	20,95,09,805	100.0000
Invalid / Abstained	7	0	7	10,05,418	0	10,05,418	---

Based on the aforesaid results, Ordinary Resolution No.3 of the Notice dated April 15, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 4:-

Ordinary Resolution to ratify the appointment of M/s. Pathak H.D. & Associates, Chartered Accountants as Auditors.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	370	1,152	1,522	18,75,57,536	20,841	18,75,78,377	89.5320
Against	65	0	65	2,19,31,436	0	2,19,31,436	10.4680
Total	435	1,152	1,587	20,94,88,972	20,841	20,95,09,813	100.0000
Invalid / Abstained	5	0	5	10,05,410	0	10,05,410	---

Based on the aforesaid results, Ordinary Resolution No.4 of the Notice dated April 15, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



Item No. 5:-

Ordinary Resolution to appoint M/s. B.S.R. & Co. LLP, Chartered Accountants as Auditors and to fix their remuneration.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	420	1,152	1,572	20,94,88,389	20,841	20,95,09,230	99.9997
Against	13	0	13	575	0	575	0.0003
Total	433	1,152	1,585	20,94,88,964	20,841	20,95,09,805	100.0000
Invalid / Abstained	7	0	7	10,05,418	0	10,05,418	---

Based on the aforesaid results, Ordinary Resolution No.5 of the Notice dated April 15, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

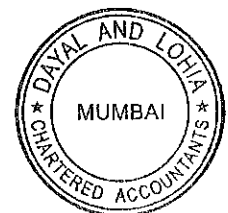
Item No. 6:-

Special Resolution for Private Placement of Non-Convertible Debentures.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	269	1,152	1,421	17,04,08,741	20,841	17,04,29,582	81.6759
Against	163	0	163	3,82,36,211	0	3,82,36,211	18.3241
Total *	431	1,152	1,583	20,86,44,952	20,841	20,86,65,793	100.0000
Invalid / Abstained	9	0	9	18,49,430	0	18,49,430	---

* 1 shareholder with 12,376 shares voted “in favour” of, and 6,073 shares “against”, the resolution.

Based on the aforesaid results, Special Resolution No.6 of the Notice dated April 15, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



Item No. 7:-

Ordinary Resolution to consider and approve payment of remuneration to Cost Auditors for the financial year ending March 31, 2018.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	422	1,152	1,574	20,94,88,482	20,841	20,95,09,323	99.9998
Against	12	0	12	484	0	484	0.0002
Total	434	1,152	1,586	20,94,88,966	20,841	20,95,09,807	100.0000
Invalid / Abstained	6	0	6	10,05,416	0	10,05,416	---

Based on the aforesaid results, Ordinary Resolution No.7 of the Notice dated April 15, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

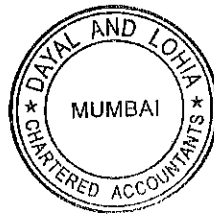
6. In terms of the Notice for the AGM dated April 15, 2017, the Members who have already voted through remote e-voting were not entitled to vote at the AGM. As such, votes, if any, cast by the Members who had voted at remote e-voting were treated as invalid.
7. A Compact Disc (CD) containing Electronic data and other relevant records relating to remote e-voting and Poll has been kept in my safe custody and shall be retained until the minutes of the AGM is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,




Anil Lohia
Practicing Chartered Accountant
Membership No.31626
Partner



Dayal and Lohia
Chartered Accountants
(Firm Registration No.102200W)

Place : Mumbai.

Dated : September 26, 2017.

Countersigned by:
For Reliance Infrastructure Limited

Chairman / Authorised Person