

dayal and lohia
chartered accountants

Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the 90th Annual General Meeting of Reliance Infrastructure Limited (the "Company") held on September 30, 2019 at Rama & Sundri Watumull Auditorium, Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020.

Shri Anil D. Ambani
Chairman

Reliance Infrastructure Limited
Reliance Centre, Ground Floor, 19,
Walchand Hirachand Marg, Ballard Estate,
Mumbai 400 001

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 (the "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 August 30, 2019 (the "Notice") of the 90th Annual General Meeting (AGM) of the Members of Reliance Infrastructure Limited (the "Company") held on September 30, 2019 at Rama & Sundri Watumull Auditorium, Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020.

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 and through Poll on the business contained in the Notice of the 90th AGM of the Members of the Company.
3. The Company has appointed M/s. Karvy Fintech 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. (IST) on September 26, 2019 to 5:00 P.M. (IST) on September 29, 2019.



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" on each of 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, 2019 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, 2019 and the report of the Auditors thereon.

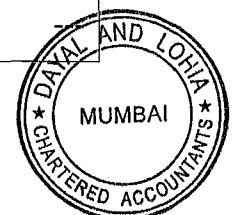
	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	179	336	515	11,05,57,299	4,896	11,05,62,195	75.1616
Against	144	2	146	3,65,37,082	6	3,65,37,088	24.8384
Total	323	338	661	14,70,94,381	4,902	14,70,99,283	100.0000
Invalid / Abstained	8	0	8	70,87,749	0	70,87,749	---

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated August 30, 2019 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 appoint Shri S. Seth, 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	263	336	599	14,50,21,137	4,896	14,50,26,033	98.5459
Against	58	2	60	21,39,879	6	21,39,885	1.4541
Total	321	338	659	14,71,61,016	4,902	14,71,65,918	100.0000
Invalid / Abstained	10	0	10	70,21,112	0	70,21,112	



Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated August 30, 2019 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 confirm M/s. Pathak H.D. & Associates, Chartered Accountants, continuing as sole Statutory Auditors of the Company.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	273	336	609	13,93,18,350	4,896	13,93,23,246	94.6707
Against	52	2	54	78,42,931	6	78,42,937	5.3293
Total	325	338	663	14,71,61,281	4,902	14,71,66,183	100.0000
Invalid / Abstained	6	0	6	70,20,849	0	70,20,849	---

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated August 30, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 4:-

Special Resolution for appointment of Shri Punit Garg as an Executive Director.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	238	336	574	13,04,22,312	4,896	13,04,27,208	88.6260
Against	83	2	85	1,67,38,704	6	1,67,38,710	11.3740
Total	321	338	659	14,71,61,016	4,902	14,71,65,918	100.0000
Invalid / Abstained	10	0	10	70,21,112	0	70,21,112	---

Based on the aforesaid results, Special Resolution No. 4 of the Notice dated August 30, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 5:-

Ordinary Resolution for appointment of Ms. Manjari Kacker as an Independent Director.



	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	264	336	600	14,67,59,993	4,896	14,67,64,889	99.7275
Against	57	2	59	4,01,023	6	4,01,029	0.2725
Total	321	338	659	14,71,61,016	4,902	14,71,65,918	100.0000
Invalid / Abstained	10	0	10	70,21,112	0	70,21,112	---

Based on the aforesaid results, Ordinary Resolution No. 5 of the Notice dated August 30, 2019 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 re-appointment of Ms. Ryna Karani as an Independent Director.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	156	336	492	11,26,91,258	4,896	11,26,96,154	77.2538
Against	164	2	166	3,31,81,610	6	3,31,81,616	22.7462
Total	320	338	658	14,58,72,868	4,902	14,58,77,770	100.0000
Invalid / Abstained	11	0	11	83,09,262	0	83,09,262	---

Based on the aforesaid results, Special Resolution No. 6 of the Notice dated August 30, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 7:-

Special Resolution for re-appointment of Shri S. S. Kohli as an Independent Director.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	151	336	487	11,11,03,017	4,896	11,11,07,913	76.1651
Against	168	2	170	3,47,69,841	6	3,47,69,847	23.8349
Total	319	338	657	14,58,72,858	4,902	14,58,77,760	100.0000
Invalid / Abstained	12	0	12	83,09,272	0	83,09,272	---

Based on the aforesaid results, Special Resolution No. 7 of the Notice dated August 30, 2019 has been passed by the Members through poll at the AGM and through remote voting with requisite majority.

Item No. 8:-

Special Resolution for re-appointment of Shri K. Ravikumar as an Independent Director.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	151	336	487	11,10,75,899	4,896	11,10,80,795	75.4800
Against	169	2	171	3,60,85,109	6	3,60,85,115	24.5200
Total	320	338	658	14,71,61,008	4,902	14,71,65,910	100.0000
Invalid / Abstained	11	0	11	70,21,122	0	70,21,122	---

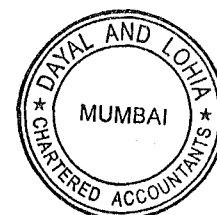
Based on the aforesaid results, Special Resolution No. 8 of the Notice dated August 30, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 9:-

Special Resolution for Private Placement of Non Convertible Debentures (NCDs) and / or other Debt Securities.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	163	336	499	11,05,83,724	4,896	11,05,88,620	75.3225
Against	161	2	163	3,62,31,557	6	3,62,31,563	24.6775
Total	324	338	662	14,68,15,281	4,902	14,68,20,183	100.0000
Invalid / Abstained	7	0	7	73,66,849	0	73,66,849	---

Based on the aforesaid results, Special Resolution No. 9 of the Notice dated August 30, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



Item No. 10:-

Ordinary Resolution for Remuneration to Cost Auditors.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	279	336	615	14,71,55,477	4,896	14,71,60,373	99.9961
Against	46	2	48	5,803	6	5,809	0.0039
Total	325	338	663	14,71,61,280	4,902	14,71,66,182	100.0000
Invalid / Abstained	6	0	6	70,20,849	0	70,20,849	---

Based on the aforesaid results, Ordinary Resolution No. 10 of the Notice dated August 30, 2019 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 August 30, 2019, the Members who have already voted through remote e-voting were not entitled to vote at the AGM. As such, votes 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.

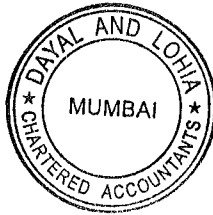
Thanking you,

Yours faithfully,

Anil Lohia

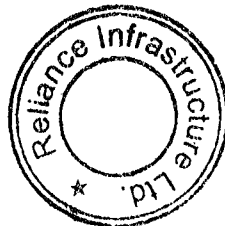
Anil Lohia
Practicing Chartered Accountant
Membership No.31626
Partner

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



Place : Mumbai

Dated : October 1, 2019



Countersigned by:
For Reliance Infrastructure Limited

Rathod
Chairman / Authorised Person