

**dayal and lohia**  
chartered accountants

**Consolidated Scrutinizer's Report on the results of the remote e-voting process and e-voting conducted at the 91<sup>st</sup> Annual General Meeting (the "AGM") of Reliance Infrastructure Limited (the "Company") held on June 23, 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM).**

**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) the remote e-voting process (the "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 (the "SEBI LODR Regulations"); and
  - (ii) process of voting through electronic voting system during the AGM (the "e-voting") under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules,

on each of the business contained in the Notice dated May 08, 2020 (the "Notice") of the 91<sup>st</sup> Annual General Meeting of the Members of Reliance Infrastructure Limited held on June 23, 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

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 e-voting during the AGM on the business contained in the Notice of the 91<sup>st</sup> AGM of the Members of the Company.
3. The Company has appointed M/s. KFin Technologies Private Limited ("Kfintech"), 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 June 19, 2020 to 5:00 P.M. on June 22, 2020.
4. My responsibility as a scrutinizer for the voting process (by remote e-voting and e-voting during the AGM), was restricted to scrutinize the remote e-voting process and e-voting

during 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 Kfintech and based on the result of e-voting conducted during the AGM.

5. Separate Scrutinizer's Reports of even date have been issued on the remote e-voting and on the e-voting conducted during 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 e-voting during the AGM as under:-

**Item No. 1:-**

Ordinary Resolution to consider and adopt :

- the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and
- the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon.

	Number of members			Number of votes contained in			
	Remote e-voting	e-voting during the AGM	Total	Remote e-voting	e-voting during the AGM	Total	%
In favour	397	13	410	4,53,51,663	1,50,071	4,55,01,734	73.2644
Against	52	2	54	1,66,04,439	6	1,66,04,445	26.7356
Total *	447	15	462	6,19,56,102	1,50,077	6,21,06,179	100.0000
Invalid / Abstained	12	-	12	70,08,100	-	70,08,100	---

\* 2 shareholders with 55 shares voted "in favour" of, and 65 shares "against", the resolution.

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated May 08, 2020 has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

**Item No. 2:-**

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	e-voting during the AGM	Total	Remote e-voting	e-voting during the AGM	Total	%
In favour	379	13	392	6,47,30,767	1,50,071	6,48,80,838	93.9004
Against	73	2	75	42,14,558	6	42,14,564	6.0996
Total *	450	15	465	6,89,45,325	1,50,077	6,90,95,402	100.0000
Invalid / Abstained	9	-	9	18,874	-	18,874	---

\* 2 shareholders with 60 shares voted “in favour” of, and 60 shares “against”, the resolution.

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated May 08, 2020 has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

**Item No. 3:-**

Ordinary Resolution to appoint Auditors and fix their remuneration.

	Number of members			Number of votes contained in			
	Remote e-voting	e-voting during the AGM	Total	Remote e-voting	e-voting during the AGM	Total	%
In favour	424	14	438	6,89,32,972	1,50,074	6,90,83,046	99.9809
Against	30	1	31	13,188	3	13,191	0.0191
Total *	450	15	465	6,89,46,160	1,50,077	6,90,96,237	100.0000
Invalid / Abstained	9	-	9	18,042	-	18,042	---

\* 4 shareholders with 69 shares voted “in favour” of, and 58 shares “against”, the resolution.

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated May 08, 2020 has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

**Item No. 4:-**

Ordinary Resolution for remuneration to Cost Auditors.

	Number of members			Number of votes contained in			
	Remote e-voting	e-voting during the AGM	Total	Remote e-voting	e-voting during the AGM	Total	%
In favour	421	14	435	6,89,29,860	1,50,074	6,90,79,934	99.9764
Against	32	1	33	16,300	3	16,303	0.0236
Total *	450	15	465	6,89,46,160	1,50,077	6,90,96,237	100.0000
Invalid / Abstained	9	-	9	18,042	-	18,042	---

\* 3 shareholders with 63 shares voted “in favour” of, and 61 shares “against”, the resolution.

Based on the aforesaid results, Ordinary Resolution No. 4 of the Notice dated May 08, 2020 has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

6. In terms of the Notice for the AGM dated May 08, 2020, the Members who have already voted through remote e-voting were not entitled to vote during 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 e-voting during the AGM 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,

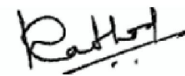
Yours faithfully,



**Anil Lohia**  
Practicing Chartered Accountant  
Membership No. 31626  
Partner  
**Dayal and Lohia**  
Chartered Accountants  
(Firm Registration No.102200W)

Place : Mumbai  
Dated : June 24, 2020

Countersigned by:  
For **Reliance Infrastructure Limited**



**Chairman / Authorised Person**

