

## dayal and lohia

chartered accountants

October 21, 2016.

The Chairman / Vice Chairman,  
Board of Directors,  
Reliance Infrastructure Limited,  
H Block, 1st Floor,  
Dhirubhai Ambani Knowledge City,  
Navi Mumbai 400 710

Dear Sir,

### Report on Postal Ballot and e-voting

This has reference to my appointment as Scrutinizer by the Board of Directors of the Company at their meeting held on September 19, 2016 in terms of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), for voting by Electronic means and Postal Ballots received, in respect the business contained in the Notice dated September 19, 2016 issued by **Reliance Infrastructure Limited ('the Company')** to all the shareholders of the Company.

In this connection, I hereby submit my report as under:

1. The Company had sent Postal Ballot Forms (PBFs) along with Notice pursuant to Section 110 of the Companies Act, 2013, read with rules made there under, to the members of the Company whose names appeared in the Register of Members as on September 16, 2016, and completed the dispatch on September 21, 2016. Physical Postal Ballot Forms (PBFs) (bearing tamper proof security features like serial number, Electronic Voting Sequence Number (EVSU), User ID and Password) and the above Notice, were sent through Registered Post and courier to all shareholders whose names appeared in the Register of members as on September 16, 2016.
2. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder and SEBI LODR Regulations, in the matter of voting through remote e-voting on the business contained in the Notice of the Postal Ballot.
3. 13 physical Postal Ballot Forms received from the members.
4. I have considered, for the purpose of our Report, all the votes cast through electronic mode and Postal Ballot Forms received, up to 5:00 P.M. on October 21, 2016, the last date and time fixed by the Company for receipt of the Postal Ballot Forms and voting by electronic means.
5. The Company had 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 facilities to the Members of the Company from 10:00 A.M. on 19<sup>th</sup> September 2016, to 5:00 P.M. on 21<sup>st</sup> October, 2016. During the process of Voting by electronic means we have been assisted by and have relied upon the secured system provided by Karvy for validation of voting by electronic means. Reports for voting for each resolution have been generated from the e-voting website of Karvy Computershare Private Limited, by unblocking the data after 5.00 P.M. on October 21, 2016 in presence of two witnesses. The Voting by electronic means was validated with software controls.
6. My responsibility as a scrutinizer for the remote e-voting process is restricted to scrutinize the remote e-voting process in a fair and transparent manner and to prepare Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated in the Notice, based on the reports generated from the remote e-voting system provided by Karvy.

kamanwala chambers, 1<sup>st</sup> floor, office nos. 6 & 7 , sir p.m. road, fort, mumbai – 400 001  
phones : (91-22)66372969-70 • fax : 91-22-6637 2949 • e-mail : dayalandlohia@gmail.com  
branch: 401, sheetal enclave, b/h. tangent furniture mall, chincholi bundar, off. link road, malad (w), mumbai 400 064.



7. On the completion of remote e-voting period, in compliance with the Rule 20(4)(xii) of the Rules, after counting the votes cast by Physical Postal Ballot, I unblocked the votes cast through remote e-voting on October 21, 2016, in the presence of two witnesses, who were not in the employment of the Company.
8. I have scrutinized and reviewed the voting through electronic means based on the data downloaded from the Karvy's remote e-voting system.
9. Till the time of submitting this report, no further postal ballot forms have been received after the last date fixed for receiving such forms.
10. All the related papers and details are kept under my safe custody. I shall return them in due course by a separate letter for safe preservation till the resolution is given effect to.
11. Details of Postal ballot forms received / votes cast are as under:

**Resolution No. 1 - Special Resolution to alter Main Object Clause of the Memorandum of Association of the Company:**

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	469	20,13,99,806	-
Less : Total number of votes abstained	10	8,57,341	-
Total number of valid votes	* 459	20,05,42,465	-
Assented to resolution	415	18,68,03,226	93.1491%
Dissented to resolution	47	1,37,39,239	6.8510%
<b>Result</b>	<b>Carried with requisite majority</b>		

\* 3 shareholders with 2,92,857 shares voted "In favour" and 5,16,462 shares "against" the resolution.

**Resolution No. 2 - Special Resolution to adopt new Articles of Association of the Company:**

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	469	20,13,99,806	-
Less : Total number of votes abstained	11	12,91,036	-
Total number of valid votes	* 458	20,01,08,770	-
Assented to resolution	399	19,55,92,519	97.7432%
Dissented to resolution	60	45,16,251	2.2569%
<b>Result</b>	<b>Carried with requisite majority</b>		

\* 1 shareholder with 1 share voted "In favour" and 3 shares "against" the resolution.

*Rh*



**Resolution No. 3 - Special Resolution to sell or dispose of assets / undertaking (s) of the Company and / or creation of security:**

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	469	20,13,99,806	-
Less : Total number of votes abstained	10	8,57,341	-
Total number of valid votes	* 459	20,05,42,465	-
Assented to resolution	374	18,23,22,204	90.9146%
Dissented to resolution	88	1,82,20,261	9.0855%
<b>Result</b>	<b>Carried with requisite majority</b>		

\* 3 shareholders with 2,92,859 shares voted "In favour" and 5,16,460 shares "against" the resolution.

9. The Register giving full particulars of all Postal Ballot Forms received / votes cast by electronic means is enclosed for your perusal and record.

You may accordingly declare the result of the Shareholders' voting by Postal Ballots and e-voting, in respect of the Resolutions given in the Notice dated September 19, 2016 issued under Section 110 of the Companies Act, 2013 and Rules made there under.

Yours faithfully,



**Anil Lohia**

Practicing Chartered Accountants

Membership No. 31626

Partner

**Dayal and Lohia**

Chartered Accountants

(Firm registration No. 102200W)



Place : Mumbai.

Date : 21<sup>st</sup> October, 2016.

Encl.: as above.