

dayal and lohia
chartered accountants

Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the Court Convened Meeting of the Equity Shareholders of Reliance Infrastructure Limited held on 6th June, 2016, at Reliance Energy Management Institute, Jogeshwari - Vikhroli Link Road, Opposite North Gate No. 3, Aarey Colony, Aarey Colony Road, Mumbai 400 065.

6th June, 2016

To,

Shri V.R. Galkar,

Chairman of the

Court Convened Meeting of Equity Shareholders of

Reliance Infrastructure Limited

H Block, 1st Floor,

Dhirubhai Ambani Knowledge City,

Navi Mumbai 400 710

Dear Sir,

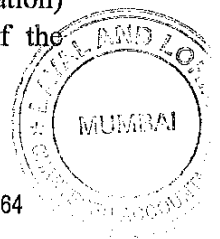
1. The Board of Directors of the Company appointed me, Anil Lohia, a Chartered Accountant in practice, Partner of M/s. Dayal and Lohia, Chartered Accountants, as a scrutinizer for the purpose of scrutinizing the :

- (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 as amended (Rules); and
- (ii) poll conducted at Court Convened Meeting under the provisions of Section 109 of the Act read with Rule 21 of the Rules;

on the below mentioned resolution contained in the Notice dated 6th May, 2016 (the Notice) of the Court Convened Meeting of the Equity Shareholders of the Company (the Meeting), held on 6th June, 2016, at Reliance Energy Management Institute, Jogeshwari - Vikhroli Link Road, Opposite North Gate No. 3, Aarey Colony, Aarey Colony Road, Mumbai – 400065, for business to be transacted in the matter of Scheme of Arrangement between Reliance Infrastructure Limited (“the Transferor Company” or “RInfra”) and Reliance Electric Generation and Supply Private Limited (“the Transferee Company” or “REGSPL”) and their respective shareholders and creditors.

2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules relating to voting through remote e-voting means and through Poll on the resolution contained in the Notice of the Meeting.
3. The Company has appointed M/s. Karvy Computershare Private Limited (“Karvy”), the agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014, to provide remote e-voting facilities to the Equity Shareholders of the Company from 09:00 A.M. on 3rd June, 2016 to 5:00 P.M. on 5th June, 2016.

kamanwala chambers, 1st 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 bunder, off. link road, malad (w), mumbai 400 064



4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the Meeting), was restricted to scrutinize the remote e-voting process and poll at the meeting in a fair and transparent manner and to prepare a consolidated 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 and based on the Poll taken at the Meeting.
5. Separate Scrutinizer's Reports of even date have been issued on the remote e-voting and on the poll taken at the Meeting on the resolution contained in the Notice of the Meeting. I submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and Poll taken at the Meeting as under :-

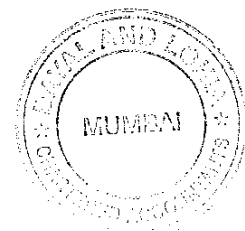
Resolution to be passed with requisite majority of the Shareholders:

To consider and, if thought fit, approve with or without modification(s), Resolution under Sections 391 to 394 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) for approval of the proposed Scheme of Arrangement of Reliance Infrastructure Limited ("the Transferor Company" or "RInfra") with Reliance Electric Generation and Supply Private Limited ("the Transferee Company" or "REGSPL") and their respective shareholders and creditors ("Scheme" or "the Scheme")

	Number of Equity Shareholders				No. of votes contained in			
	Remote e-voting	Poll at the Meeting	Total	%	Remote e-voting	Poll at the Meeting	Total	%
In favour	215	1,422	1,637	99.5742	4,43,09,763	12,65,57,071	17,08,66,834	84.4365
Against	6	1	7	0.4258	3,14,94,590	4	3,14,94,594	15.5635
Total	221	1,423	1,644	100.0000	7,58,04,353	12,65,57,075	20,23,61,428	100.0000
Invalid	-	-	-	-	-	-	-	-

Based on the aforesaid results, Resolution of the Notice dated May 6, 2016 has been passed by the Equity Shareholders through poll at the meeting and through remote e-voting with requisite majority.

6. In terms of the Notice for Court Convened Meeting dated May 6, 2016, the shareholders who have already voted through remote e-voting were not entitled to vote at the Court Convened Meeting. As such, votes, if any, cast by the Shareholders who had voted at remote e-voting were treated as invalid.



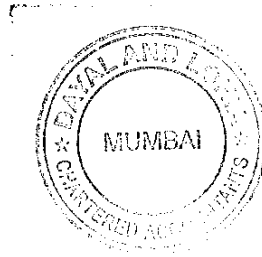
7. A Compact Disc containing Electronic data and other relevant records relating to remote e- voting and Poll has been kept in my safe custody and shall be retained until the minutes of the Court Convened Meeting is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,



Anil Lohia
Practicing Chartered Accountant
Membership No.31626
Partner
Dayal & Lohia
Chartered Accountants
(Firm registration No.102200W)



Place : Mumbai.

Dated : 6th June, 2016.