

February 28, 2018

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

Dear Sir,

Report on Postal Ballot including e-voting

This has reference to my appointment as Scrutinizer by the Board of Directors of Reliance Infrastructure Limited ("the Company") vide resolution passed on January 25, 2018 as required under Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 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"), for the time being in force for the purpose of scrutinizing the voting through electronic means and physical postal ballot in respect of the business contained in the Notice dated January 25, 2018 ("the Notice") issued by the Company to all its Members.

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 Act read with Rules made thereunder, to the members of the Company whose names appeared in the Register of Members or List of beneficial owners maintained by the Depository Participant(s) / Registrar and Transfer Agent as on January 19, 2018 (being the cut-off date) and completed the dispatch on January 29, 2018:
 - a. In physical mode, the Postal Ballot Forms (PBFs) (bearing tamper proof security features like Postal Ballot number, EVEN (E-Voting Event Number), User ID and Password) and the above Notice, were sent through Registered Post and courier to all members whose e-mail IDs are not registered with the Depository Participant(s) / Registrar and Transfer Agent.
 - b. In electronic form, the Postal Ballot Forms (PBFs) and the above Notice were sent by e-mail through Karvy Computershare Private Limited, to those Members whose e-mail IDs are registered with the Depository Participant(s) / Registrar and Transfer Agent.
2. 376 physical Postal Ballot Forms were received from the members.
3. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules made thereunder and SEBI LODR Regulations, in the matter of voting through remote e-voting and through Postal Ballot on the business contained in the Notice of the Postal Ballot.

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4. The Company had appointed M/s. Karvy Computershare Private Limited ("Karvy"), the agency authorised under Rule 20 of the Rules to provide remote e-voting facilities to the Members of the Company from 10:00 A.M. on January 30, 2018 to 5:00 P.M. on February 28, 2018. 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. In compliance with Rule 20(4)(xii) of the Rules, after counting the votes cast by Physical Postal Ballot, reports for voting for the resolution have been generated from the e-voting website of Karvy Computershare Private Limited, by unblocking the data immediately after 5.00 P.M. on February 28, 2018 in the presence of two witnesses, who were not in the employment of the Company. The Voting by electronic means was validated with software controls.
5. For the purpose of this Report, I have considered the votes as under:
 - a. In physical mode, Postal Ballot Forms received up to close of working hours on February 28, 2018, the last date and time fixed by the Company; and
 - b. In electronic mode, Votes casted up to 5:00 P.M. on February 28, 2018, the last date and time fixed by the Company.
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.
7. Till the time of submitting this Report, no further Postal Ballot Forms have been received after the last date fixed for receiving such Forms.
8. Details of Postal Ballot Forms received / votes cast are as under:

Special Resolution - To approve Sale and / or Disposal of business by sale of shares of subsidiary company.

Particulars	Aggregate of physical Ballot Forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	902	19,94,12,084	---
Less : Total number of votes abstained	63	6,11,366	---
Total number of valid votes	*839	19,88,00,718	100.0000
Assented to resolution	673	18,61,22,196	93.6225
Dissented to resolution	167	1,26,78,522	6.3775
Result	Carried with requisite majority		

* 1 member with 2 shares voted "Assented" and 2 shares "Dissented" to the resolution.

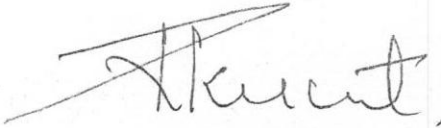
9. The Register giving full particulars of all Postal Ballot Forms received is enclosed for your perusal and record.



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

You may accordingly declare the result of the Members' voting by Postal Ballot and E-voting, in respect of the Resolution given in the Notice dated January 25, 2018 issued under Section 110 of the Companies Act, 2013 and Rules made thereunder.

Yours faithfully,



Rinkit Kiran Uchat
Practicing Chartered Accountant
Membership No.165557
Partner
Dayal and Lohia
Chartered Accountants
(Firm Registration No.102200W)

Place: Mumbai.
Dated: February 28, 2018.
Encl.: As Above.

Countersigned by:
For **Reliance Infrastructure Limited**



Chairman / Authorised Person