

dayal and lohia
chartered accountants

Consolidated Scrutinizer's Report on the results of the E-voting process and Poll conducted at the 86th Annual General Meeting of Reliance Infrastructure Limited (the Company) held on 30th September, 2015 at Birla Matushri Sabhagar, 19 New Marine Lines, Mumbai 400020.

To,
Shri Anil D. Ambani,
Chairman
Reliance Infrastructure Limited
Mumbai.

Dear Sir,

1. The Board of Directors of the Company has appointed me, Anil Lohia, a Chartered Accountant in practice, as a scrutinizer for the purpose of :
 - (i) Scrutinizing the 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 taken under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the Notice (the Notice) of the 86th Annual General Meeting (AGM) of the Members of the Company, held on 30th September, 2015 at Birla Matushri Sabhagar, 19 New Marine Lines, Mumbai 400 020.
2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules relating to voting through electronic means and through Poll on the resolutions contained in the Notice of the 86th Annual General Meeting of the Members of the Company.
3. The Company has appointed Karvy Computershare Private Limited ("Karvy"), the agency authorised under Rule 20 of Companies (Management and Administration) Rules, 2014, to provide e-voting facilities to the Members from 10:00 A.M. on 27th September, 2015 to 5:00 P.M. on 29th September, 2015.
4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the AGM), was restricted to making a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by Karvy and based on the 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 resolutions contained in the Notice of the AGM. I submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and Poll 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, 2015, 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, 2015 and the report of the Auditors thereon.



| | Number of members | | | No. of votes contained in | | | % |
|-------------|-------------------|------------|-------|---------------------------|------------|-----------|--------|
| | Remote e-voting | Poll @ AGM | Total | Remote e-voting | Poll @ AGM | Total | |
| Assent | 326 | 62 | 388 | 200558572 | 3276 | 200561848 | 99.933 |
| Dissent | 12 | - | 12 | 133715 | 0 | 133715 | 0.067 |
| Abstained * | 3 | - | 3 | 3323 | 0 | 3323 | -- |
| Invalid | - | 2 | 2 | 0 | 107 | 107 | -- |
| Total # | 340 | 64 | 404 | 200695610 | 3383 | 200698993 | -- |

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

1 member has voted 1 vote as Assent and 1 vote as Dissent.

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated May 27, 2015 has been passed with requisite majority.

Item No. 2:-

Ordinary Resolution to declare dividend on equity shares.

| | Number of members | | | No. of votes contained in | | | % |
|-------------|-------------------|------------|-------|---------------------------|------------|-----------|---------|
| | Remote e-voting | Poll @ AGM | Total | Remote e-voting | Poll @ AGM | Total | |
| Assent | 328 | 62 | 390 | 200692172 | 3276 | 200695448 | 99.9999 |
| Dissent | 10 | - | 10 | 115 | 0 | 115 | 0.0001 |
| Abstained * | 3 | - | 3 | 3323 | 0 | 3323 | -- |
| Invalid | - | 2 | 2 | 0 | 107 | 107 | -- |
| Total # | 340 | 64 | 404 | 200695610 | 3383 | 200698993 | -- |

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

1 member has voted 1 vote as Assent and 1 as Dissent.

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated May 27, 2015 has been passed with requisite majority.

Item No. 3:-

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 | | | No. of votes contained in | | | % |
|-------------|-------------------|------------|-------|---------------------------|------------|-----------|--------|
| | Remote e-voting | Poll @ AGM | Total | Remote e-voting | Poll @ AGM | Total | |
| Assent | 313 | 62 | 375 | 200671563 | 3276 | 200674839 | 99.990 |
| Dissent | 21 | - | 21 | 20633 | 0 | 20633 | 0.010 |
| Abstained * | 7 | - | 7 | 3414 | 0 | 3414 | -- |
| Invalid | - | 2 | 2 | 0 | 107 | 107 | -- |
| Total | 340 | 64 | 404 | 200695610 | 3383 | 200698993 | -- |

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.
1 member has voted 1 in favour and 1 against.

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated May 27, 2015 has been passed with requisite majority.

Item No. 4:-

Ordinary Resolution to appoint Auditors and to fix their remuneration.

| | Number of members | | | No. of votes contained in | | | % |
|-------------|-------------------|------------|-------|---------------------------|------------|-----------|--------|
| | Remote e-voting | Poll @ AGM | Total | Remote e-voting | Poll @ AGM | Total | |
| Assent | 297 | 56 | 353 | 180876539 | 3203 | 180879742 | 90.126 |
| Dissent | 42 | 6 | 48 | 19815748 | 73 | 19815821 | 9.874 |
| Abstained * | 3 | - | 3 | 3323 | 0 | 3323 | -- |
| Invalid | - | 2 | 2 | 0 | 107 | 107 | -- |
| Total # | 340 | 64 | 404 | 200695610 | 3383 | 200698993 | -- |

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

2 members have voted 4 votes as Assent and 2 votes as Dissent.

Based on the aforesaid results, Ordinary Resolution No. 4 of the Notice dated May 27, 2015 has been passed with requisite majority.

Item No. 5:-

Special Resolution to consider Private Placement of Non-Convertible Debentures and / or other Debt securities.

| | Number of members | | | No. of votes contained in | | | % |
|-------------|-------------------|------------|-------|---------------------------|------------|-----------|--------|
| | Remote e-voting | Poll @ AGM | Total | Remote e-voting | Poll @ AGM | Total | |
| Assent | 212 | 62 | 274 | 166936507 | 3276 | 166939783 | 83.326 |
| Dissent | 124 | - | 124 | 33406650 | 0 | 33406650 | 16.674 |
| Abstained * | 5 | - | 5 | 352453 | 0 | 352453 | -- |
| Invalid | - | 2 | 2 | 0 | 107 | 107 | -- |
| Total # | 340 | 64 | 404 | 200695610 | 3383 | 200698993 | -- |

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

1 member has voted 1 vote as Assent and 1 vote as Dissent.

Based on the aforesaid results, Special Resolution No. 5 of the Notice dated May 27, 2015 has been passed with requisite majority.

Item No. 6:-

Special Resolution to consider Issue of securities to the Qualified Institutional Buyers.

| | Number of members | | | No. of votes contained in | | | % |
|-------------|-------------------|------------|-------|---------------------------|------------|-----------|--------|
| | Remote e-voting | Poll @ AGM | Total | Remote e-voting | Poll @ AGM | Total | |
| Assent | 302 | 56 | 358 | 181835752 | 3203 | 181838955 | 90.604 |
| Dissent | 35 | 6 | 41 | 18856534 | 73 | 18856607 | 9.396 |
| Abstained * | 3 | - | 3 | 3323 | 0 | 3323 | -- |
| Invalid | - | 2 | 2 | 0 | 107 | 107 | -- |
| Total | 340 | 64 | 404 | 200695609 | 3383 | 200698992 | -- |

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

Based on the aforesaid results, Special Resolution No. 6 of the Notice dated May 27, 2015 has been passed with requisite majority.

Item No. 7:-

Ordinary Resolution to consider payment of remuneration to Cost Auditors for the financial year ending March 31, 2016.

| | Number of members | | | No. of votes contained in | | | % |
|-------------|-------------------|------------|-------|---------------------------|------------|-----------|--------|
| | Remote e-voting | Poll @ AGM | Total | Remote e-voting | Poll @ AGM | Total | |
| Assent | 324 | 56 | 380 | 200648941 | 3203 | 200652144 | 99.978 |
| Dissent | 15 | 6 | 21 | 43346 | 73 | 43419 | 0.022 |
| Abstained * | 3 | - | 3 | 3323 | 0 | 3323 | -- |
| Invalid | - | 2 | 2 | 0 | 107 | 107 | -- |
| Total # | 340 | 64 | 404 | 200695610 | 3383 | 200698993 | -- |

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

2 members have voted 4 votes as Assent and 2 votes as Dissent.

Based on the aforesaid results, Ordinary Resolution No. 7 of the Notice dated May 27, 2015 has been passed with requisite majority.

Item No. 8:-

Special Resolution to consider Payment of Commission to Non-Executive Directors.

| | Number of members | | | No. of votes contained in | | | % |
|-------------|-------------------|------------|-------|---------------------------|------------|-----------|--------|
| | Remote e-voting | Poll @ AGM | Total | Remote e-voting | Poll @ AGM | Total | |
| Assent | 223 | 56 | 279 | 178683172 | 3203 | 178686375 | 92.989 |
| Dissent | 102 | 6 | 108 | 13472875 | 73 | 13472948 | 7.011 |
| Abstained * | 16 | - | 16 | 8539563 | 0 | 8539563 | -- |
| Invalid | - | 2 | 2 | 0 | 107 | 107 | -- |
| Total # | 340 | 64 | 404 | 200695610 | 3383 | 200698993 | -- |

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

1 member has voted 1 vote as Assent and 1 vote as Dissent.

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Based on the aforesaid results, Special Resolution No. 8 of the Notice dated May 27, 2015 has been passed with requisite majority.

Item No. 9:-

Ordinary Resolution to consider Re-appointment of Shri Ramesh Shenoy as Manager.

| | Number of members | | | No. of votes contained in | | | % |
|-------------|-------------------|------------|-------|---------------------------|------------|-----------|---------|
| | Remote e-voting | Poll @ AGM | Total | Remote e-voting | Poll @ AGM | Total | |
| Assent | 315 | 62 | 377 | 200691906 | 3276 | 200695182 | 99.9998 |
| Dissent | 20 | - | 20 | 315 | 0 | 315 | 0.0002 |
| Abstained * | 6 | - | 6 | 3389 | 0 | 3389 | -- |
| Invalid | - | 2 | 2 | 0 | 107 | 107 | -- |
| Total # | 340 | 64 | 404 | 200695610 | 3383 | 200698993 | -- |

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

1 member has voted 1 vote as Assent and 1 vote as Dissent.

Based on the aforesaid results, Ordinary Resolution No. 9 of the Notice dated May 27, 2015 has been passed with requisite majority.

6. 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 Annual General Meeting are approved and signed, and shall be handed over to the Company Secretary thereafter.

Thanking You,

Yours faithfully,



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

Place : Mumbai.

Dated : 1st October, 2015

Countersigned by:

For **Reliance Infrastructure Limited**



Chairman / Authorised person