

**dayal and lohia**  
chartered accountants

**Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the 89<sup>th</sup> Annual General Meeting of Reliance Infrastructure Limited (the "Company") held on September 18 , 2018 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.**

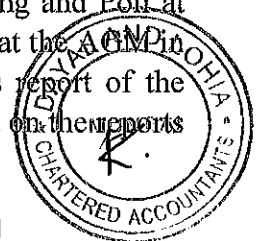
**Shri Anil D. Ambani**  
**Chairman**  
**Reliance Infrastructure Limited**  
H Block, 1<sup>st</sup> Floor,  
Dhirubhai Ambani Knowledge City,  
Navi Mumbai 400 710

Dear Sir,

1. The Board of Directors of the Company appointed me, Rinkit K Uchat, 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 (Rules) as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations); and
  - (ii) poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the Rules;

on each of the business contained in the Notice dated August 1, 2018 (the "Notice") of the 89<sup>th</sup> Annual General Meeting of the Members of Reliance Infrastructure Limited (the "Company") held on September 18, 2018 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020 (AGM).

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 means and through Poll on the business contained in the Notice of the 89<sup>th</sup> AGM of the Members of the Company.
3. The Company has 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 facility to the Members of the Company from 10:00 A.M. on September 14, 2018 to 5:00 P.M. on September 17, 2018.
4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the AGM), was restricted to scrutinize the remote e-voting process and poll at the AGM in a fair and transparent manner and to prepare 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 remote e-voting system provided by Karvy and based on the result of 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 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 Poll taken at 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, 2018 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, 2018 and the report of the Auditors thereon.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	405	833	1,238	21,14,45,084	8,519	21,14,53,603	99.9999
Against	4	-	4	261	-	261	0.0001
<b>Total</b>	<b>409</b>	<b>833</b>	<b>1,242</b>	<b>21,14,45,345</b>	<b>8,519</b>	<b>21,14,53,864</b>	<b>100.0000</b>
Invalid / Abstained	7	-	7	15,86,274	-	15,86,274	---

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated August 1, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 2:-**

Ordinary Resolution to declare dividend on equity shares.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	406	833	1,239	21,15,78,741	8,519	21,15,87,260	99.9999
Against	4	-	4	184	-	184	0.0001
<b>Total</b>	<b>410</b>	<b>833</b>	<b>1,243</b>	<b>21,15,78,925</b>	<b>8,519</b>	<b>21,15,87,444</b>	<b>100.0000</b>
Invalid / Abstained	6	-	6	14,52,694	-	14,52,694	---

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated August 1, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



**Item No. 3:-**

Ordinary Resolution to appoint a Director in place of Shri Shiv Prabhat (DIN 07319520), 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	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	236	833	1,069	15,66,66,792	8,519	15,66,75,311	74.0476
Against	171	-	171	5,49,12,113	-	5,49,12,113	25.9524
<b>Total</b>	407	833	1,240	21,15,78,905	8,519	21,15,87,424	100.0000
Invalid / Abstained	9	-	9	14,52,714	-	14,52,714	---

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated August 1, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 4:-**

Ordinary Resolution to confirm the holding of office by M/s. Pathak H.D. & Associates, Chartered Accountants, as Auditors for remaining term.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	338	833	1,171	18,17,42,724	8,519	18,17,51,243	85.8989
Against	71	-	71	2,98,36,181	-	2,98,36,181	14.1011
<b>Total *</b>	407	833	1,240	21,15,78,905	8,519	21,15,87,424	100.0000
Invalid / Abstained	9	-	9	14,52,714	-	14,52,714	---

\* 2 shareholders with 15,595 shares voted "in favour" of, and 3,98,876 shares "against", the resolution.

Based on the aforesaid results, Ordinary Resolution No. 4 of the Notice dated August 1, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



**Item No. 5:-**

Ordinary Resolution to confirm the holding of office by M/s. B.S.R. & Co. LLP, Chartered Accountants, as Auditors for remaining term.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	340	833	1,173	18,17,50,321	8,519	18,17,58,840	85.9025
Against	68	-	68	2,98,28,554	-	2,98,28,554	14.0975
<b>Total *</b>	<b>406</b>	<b>833</b>	<b>1,239</b>	<b>21,15,78,875</b>	<b>8,519</b>	<b>21,15,87,394</b>	<b>100.0000</b>
Invalid / Abstained	10	-	10	14,52,744	-	14,52,744	---

\* 2 shareholders with 15,595 shares voted "in favour" of, and 3,98,876 shares "against", the resolution.

Based on the aforesaid results, Ordinary Resolution No. 5 of the Notice dated August 1, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 6:-**

Special Resolution for Private Placement of Non-Convertible Debentures and / or other Debt Securities.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	235	833	1,068	16,54,42,444	8,519	16,54,50,963	78.3232
Against	172	-	172	4,57,90,468	-	4,57,90,468	21.6768
<b>Total</b>	<b>407</b>	<b>833</b>	<b>1,240</b>	<b>21,12,32,912</b>	<b>8,519</b>	<b>21,12,41,431</b>	<b>100.0000</b>
Invalid / Abstained	9	-	9	17,98,707	-	17,98,707	---

Based on the aforesaid results, Special Resolution No. 6 of the Notice dated August 1, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 7:-**

Ordinary Resolution to consider and approve payment of remuneration to Cost Auditors for the financial year ending March 31, 2019.



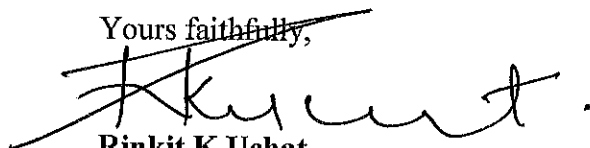
	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	391	833	1,224	21,13,71,682	8,519	21,13,80,201	99.9021
Against	17	-	17	2,07,211	-	2,07,211	0.0979
<b>Total</b>	<b>408</b>	<b>833</b>	<b>1,241</b>	<b>21,15,78,893</b>	<b>8,519</b>	<b>21,15,87,412</b>	<b>100.0000</b>
Invalid / Abstained	8	-	8	14,52,726	-	14,52,726	---

Based on the aforesaid results, Ordinary Resolution No. 7 of the Notice dated August 1, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

6. In terms of the Notice for the AGM dated August 1, 2018, the Members who have already voted through remote e-voting were not entitled to vote at the AGM. As such, votes, if any, 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 Poll 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,

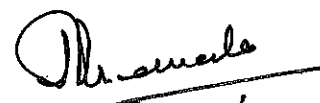


**Rinkit K Uchat**  
Practicing Chartered Accountant  
Membership No.165557  
Partner  
**Dayal and Lohia**  
Chartered Accountants  
(Firm Registration No.102200W)

Place : Mumbai.

Dated : September 18, 2018.

Countersigned by:  
For Reliance Infrastructure Limited



Chairman / Authorised Person

