

September 29, 2014

**The Chairman,
Board of Directors,
Reliance Communications Limited,**
H Block, 1st Floor,
Dhirubhai Ambani Knowledge City,
Navi Mumbai – 400 710.

Dear Sir,

Sub : Report on Electronic Voting

This has reference to my appointment as Scrutinizer by the Board of Directors of the Company at their meeting held on August 14, 2014 in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for voting by Electronic means (e-voting) in respect of the business to be transacted at the Annual General Meeting as per Notice dated August 14, 2014, issued by Reliance Communications Limited (the Company) to its shareholders.

The Company had appointed Karvy Computershare Private Limited, Registrar and Transfer Agent of the Company as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider had provided a system for recording the votes of the shareholders electronically on the item of the business sought to be transacted in the Annual General Meeting of the Company scheduled to be held on Tuesday, the September 30, 2014. Accordingly, the Service Provider had set up e-voting facility on their website <https://evoting.karvy.com>. The Company had uploaded the notice of the meeting on the website of the Company and also that of its Service Provider to facilitate their shareholders to cast their vote through e-voting.

In this connection, I submit my report as under:

1. The Company had sent notice of the Annual General Meeting to all the members of the Company whose names appear in the register of members as on August 14, 2014 in accordance with Rule 20 of the Companies (Management and Administration) Rules 2014 (Rules). The e-voting remained open from 10.00 a.m. on September 24, 2014 to 6.00 p.m. on September 26, 2014.
2. At the end of the voting period, the portal, where votes were cast, was blocked.



3. The votes were thereafter unblocked in the presence of two witnesses who were not in employment of the Company. A register recording the assent or dissent in e-voting mentioning the particulars required under Rule 20 of the Rules has been electronically generated. The results of the e-voting are given below:

Ordinary Business:

Resolution No.1: To consider and adopt: (a) the audited financial statement of the Company for the financial year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon. (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2014 and the reports of the Auditors thereon.

Particulars	Total number of members	Total number of votes cast by them.
Total number of members voted through e-voting	381	1726470195
Total number of Invalid votes	21	16455577
Total number of Valid votes ***	364	1710014618

Particulars	Number of members	No. of votes cast	% of valid votes
Total valid votes received	364	1710014618	100.000
Assented to resolution	351	1709100837	99.947
Dissented to resolution	13	913781	0.053
Result	Carried as Ordinary Resolution with requisite majority		

Note: ***04 members have voted with 25,33,695 shares assenting and 9,08,621 shares dissenting.

Ordinary Business:

Resolution No.2: To appoint a Director in place of Shri Anil D. Ambani (DIN 00004878), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Particulars	Total number of members	Total number of votes cast by them.
Total number of members voted through e-voting	381	1726470195
Total number of Invalid votes	13	13328546
Total number of Valid votes ***	369	1713141649

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Particulars	Number of members	No. of votes cast	% of valid votes
Total valid votes received	369	1713141649	100.000
Assented to resolution	343	1711362567	99.896
Dissented to resolution	26	1779082	0.104
Result	Carried as Ordinary Resolution with requisite majority		

Note: ***01 member has voted with 13 shares assenting and 50 shares dissenting.

Ordinary Business:

Resolution No.3: To appoint M/s. Chaturvedi & Shah, Chartered Accountants and M/s. B S R & Co.LLP, Chartered Accountants as Auditors and to fix their remuneration.

Particulars	Total number of members	Total number of votes cast by them.
Total number of members voted through e-voting	381	1726470195
Total number of Invalid votes	21	38921012
Total number of Valid votes ***	361	1687549183

Particulars	Number of members	No. of votes cast	% of valid votes
Total valid votes received	361	1687549183	100.000
Assented to resolution	341	1687064828	99.971
Dissented to resolution	20	484355	0.029
Result	Carried as Ordinary Resolution with requisite majority		

Note: ***01 member has voted with 23 shares assenting and 40 shares dissenting.

Special Business:

Resolution No.4: Issue of securities to the Qualified Institutional Buyers.

Particulars	Total number of members	Total number of votes cast by them.
Total number of members voted through e-voting	381	1726470195
Total number of Invalid votes	14	13328649
Total number of Valid votes ***	370	1713141546

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Particulars	Number of members	No. of votes cast	% of valid votes
Total valid votes received	370	1713141546	100.000
Assented to resolution	197	1389725995	81.121
Dissented to resolution	173	323415551	18.879
Result	Carried as Special Resolution with requisite majority		

*Note: ***03 members have voted with 25,516 shares assenting and 56,142 shares dissenting.*

A print-out of the Electronic Register 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 returned to the Company thereafter.

You may accordingly declare the results of the e-voting in respect of the resolution given in the notice dated August 14, 2014 issued under Section 108 in the Companies Act, 2013 and rules made thereunder.

Yours faithfully,



Anil Lohia
(Partner)
M.No.031626
(Scrutinizer)