

**dayal and lohia**  
chartered accountants

Scrutinizer's Report on remote e-voting in connection with 15<sup>th</sup> Annual General Meeting of the Members of Reliance Communications Limited (the "Company") held on September 30, 2019 at Rama & Sundri Watumull Auditorium, Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020.

The Chairperson of the 15<sup>th</sup> Annual General Meeting of  
Reliance Communications Limited  
H Block, 1<sup>st</sup> Floor,  
Dhirubhai Ambani Knowledge City,  
Navi Mumbai 400 710

Dear Madam,

1. The Company has appointed me, Anil Lohia, Chartered Accountant in practice, Partner of M/s. Dayal and Lohia, Chartered Accountants, as a scrutinizer for the purpose of scrutinizing the remote e-voting process (remote e-voting) which has been carried out as per 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), on the business contained in the Notice dated May 27, 2019 (the Notice) for the 15<sup>th</sup> Annual General Meeting of the Members of the Company, held on September 30, 2019, at Rama & Sundri Watumull Auditorium, Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020 (AGM).
2. The Resolution Professional / Management of the Company is responsible for ensuring compliances with the requirements of the Act and the Rules made thereunder and SEBI LODR Regulations, in the matter of voting through remote e-voting on the business contained in the Notice of the AGM of the Members of the Company.
3. The Members of the Company as on the "cut-off date" fixed for the purpose i.e. September 23, 2019 were entitled to vote on the business as set out in the Notice of the AGM.
4. The Company had appointed M/s. Karvy Fintech Private Limited ("Karvy"), the agency authorised under Rule 20 of the Rules and SEBI LODR Regulations, to provide remote e-voting facilities to the Members of the Company from 10:00 A.M. on September 26, 2019 to 5:00 P.M. on September 29, 2019.



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5. 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.
6. On the completion of remote e-voting period, in compliance with the Rule 20(4)(xii) of the Rules, after counting the votes cast at the AGM, I unblocked the votes cast through remote e-voting on September 30, 2019, in the presence of two witnesses, who were not in the employment of the Company.
7. I have scrutinized and reviewed the voting through electronic means based on the data downloaded from the Karvy's remote e-voting system.
8. Thereafter, Karvy generated the list of Members, who voted "In Favour" or "Against" each of the resolutions, from the remote e-voting system and based on such list, the result of the remote e-voting is 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, 2019 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, 2019 and the report of the Auditors thereon.

(i) Voted in favour of the resolution:

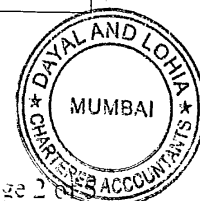
Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
328	273,380,804	73.6253

(ii) Voted against the resolution:

Number of members voted	Number of votes cast against	% of total number of valid votes cast
103	97,933,063	26.3747

(iii) Valid Votes:

Total number of members whose votes were valid	Total number of votes cast under valid votes
*428	37,13,13,867



\* 3 shareholders with 1,910 shares voted "in favour" of, and 1,605 shares "against", the resolution.

(iv) Invalid / Abstained Votes:

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
15	120,291,633

**Item No. 2:-**

Ordinary Resolution to appoint a Director in place of Shri Punit Garg, who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
291	270,925,417	72.7555

(ii) Voted against the resolution:

Number of members voted	Number of votes cast against	% of total number of valid votes cast
138	101,452,381	27.2445

(iii) Valid Votes:

Total number of members whose votes were valid	Total number of votes cast under valid votes
*426	37,23,77,798

\* 3 shareholders with 1,645 shares voted "in favour" of, and 1,920 shares "against", the resolution.

(iv) Invalid / Abstained Votes:

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
17	119,228,055



**Item No. 3:-**

Ordinary Resolution for ratification of remuneration payable to Cost Auditor for the financial year ending March 31, 2020.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
340	371,902,545	99.8703

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast against	% of total number of valid votes cast
94	483,065	0.1297

(iii) **Valid Votes:**

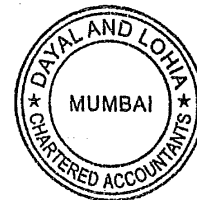
Total number of members whose votes were valid	Total number of votes cast under valid votes
*428	37,23,85,610

\* 6 shareholders with 8,002 shares voted "in favour" of, and 9,048 shares "against", the resolution.

(iv) **Invalid / Abstained Votes:**

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
15	119,219,737

9. A Compact Disc (CD) containing details of Equity Shareholders who voted through remote e-voting, "In Favour" or "Against" and "Invalid" votes for each of the resolutions is specified in Annexure I enclosed to this report.



10. 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 of the AGM are 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 and Lohia**  
Chartered Accountants  
(Firm Registration No.102200W)



Place : Mumbai  
Dated : October 1, 2019

Countersigned by:  
For Reliance Communications Limited



~~Chairman~~ / Authorised Person