

**dayal and lohia**  
chartered accountants

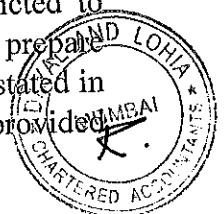
**Scrutinizer's Report on remote e-voting in connection with 14<sup>th</sup> Annual General Meeting of the Members of Reliance Communications Limited held on September 18, 2018 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.**

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

Dear Sir,

1. The Board of Directors of Reliance Communications Limited (the "Company") has 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 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 July 18, 2018 (the Notice) for the 14<sup>th</sup> Annual General Meeting of the Members of 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 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 11, 2018 were entitled to vote on the business as set out in the Notice of the AGM.
4. The Company had 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 facilities to the Members of the Company from 10:00 A.M. on September 14, 2018 to 5:00 P.M. on September 17, 2018.
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.

kamanwala chambers, 1<sup>st</sup> floor, office nos. 6 & 7, sir p.m. road, fort, mumbai – 400 001  
phones : (91-22)66372969-70 • fax : 91-22-6637 2949 • e-mail : dayalandlohia@gmail.com  
branch : 401, sheetal enclave, b/h. tangent furniture mall, chincholi bunder, off. link road, malad (w), mumbai 400 064



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 18, 2018, 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, 2018 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, 2018 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
382	1,47,47,59,550	82.8222

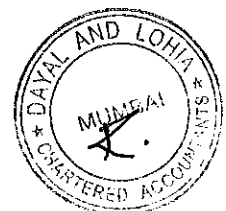
(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast against	% of total number of valid votes cast
128	30,58,73,806	17.1778

(iii) **Valid** Votes:

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 506	1,78,06,33,356

\* 4 shareholders with 739 shares voted "in favour" of, and 706 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
6	37,67,706

**Item No. 2:-**

Special Resolution to revise borrowing limits of the Company.

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

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
413	1,61,44,55,523	90.4767

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
96	16,99,33,107	9.5233

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 503	1,78,43,88,630

\* 6 shareholders with 84,952 shares voted "in favour" of, and 57,074 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
9	12,527



**Item No. 3:-**

Ordinary Resolution for ratification of remuneration payable to Cost Auditor for the financial year ending March 31, 2019.

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

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
468	1,78,41,56,984	99.9870

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
38	2,32,246	0.0130

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 502	1,78,43,89,230

\* 4 shareholders with 919 shares voted "in favour" of, and 601 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
10	12,237

**Item No. 4:-**

Special Resolution to appoint Shri Punit Garg as an Executive Director.

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

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
450	1,74,35,59,262	97.7118



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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
60	4,08,29,645	2.2882

(iii) **Valid** Votes:

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 502	1,78,43,88,907

\* 8 shareholders with 56,850 shares voted "in favour" of, and 84,831 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
10	12,655

**Item No. 5:-**

Special Resolution to appoint Shri Manikantan V. as a Director and Chief Financial Officer.

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

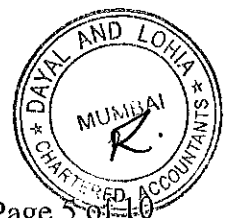
Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
404	1,64,48,26,240	92.1787

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
106	13,95,62,467	7.8213

(iii) **Valid** Votes:

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 503	1,78,43,88,707



\* 7 shareholders with 56,695 shares voted "in favour" of, and 84,660 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
9	12,855

**Item No. 6:-**

Ordinary Resolution to appoint Smt. Chhaya Virani as an Independent Director.

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

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
408	1,65,28,93,728	92.6307

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
102	13,14,96,329	7.3693

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 505	1,78,43,90,057

\* 5 shareholders with 56,678 shares voted "in favour" of, and 84,670 shares "against", the resolution.

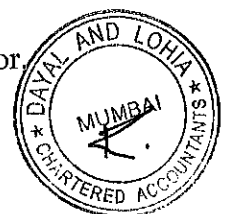
(iv) **Invalid / Abstained Votes:**

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
7	10,955

**Item No. 7:-**

Ordinary Resolution to appoint Smt. Ryna Karani as an Independent Director

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



Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
401	1,65,16,15,728	92.5591

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
106	13,27,73,759	7.4409

(iii) **Valid** Votes:

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 502	1,78,43,89,487

\* 5 shareholders with 56,628 shares voted "in favour" of, and 84,620 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
10	11,980

**Item No. 8:-**

Ordinary Resolution to appoint Shri Suresh Rangachar as a Director.

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

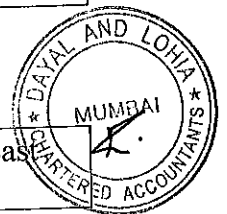
Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
466	1,78,43,80,723	99.9995

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
42	8,164	0.0005

(iii) **Valid** Votes:

Total number of members whose votes were valid	Total number of votes cast under Valid votes



* 502	1,78,43,88,887
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\* 6 shareholders with 859 shares voted "in favour" of, and 916 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
10	12,580

**Item No. 9:-**

Ordinary Resolution to appoint Smt. Manjari Kacker as an Independent Director.

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

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
380	1,48,82,06,717	83.4015

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
128	29,61,82,210	16.5985

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 502	1,78,43,88,927

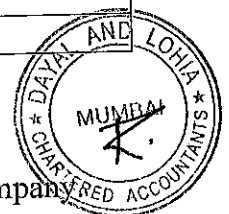
\* 6 shareholders with 56,629 shares voted "in favour" of, and 84,622 shares "against", the resolution.

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

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
10	12,020

**Item No. 10:-**

Special Resolution for alteration to the Articles of Association of the Company





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

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
483	1,78,43,85,080	99.9997

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
26	5,345	0.0003

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 506	1,78,43,90,425

\* 3 shareholders with 1,019 shares voted "in favour" of, and 501 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
6	10,827

**Item No. 11:-**

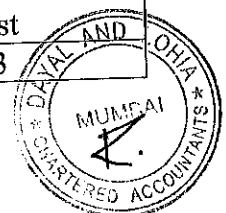
Special Resolution for Private Placement of Non-convertible Debentures and / or other Debt Securities.

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

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
412	1,60,43,92,833	89.9127

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
91	17,99,96,467	10.0873



(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 499	1,78,43,89,300

\* 4 shareholders with 84,520 shares voted "in favour" of, and 56,406 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
13	12,272

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,



**Rinkit K Uchat**  
Practicing Chartered Accountant  
Membership No.165557  
Partner

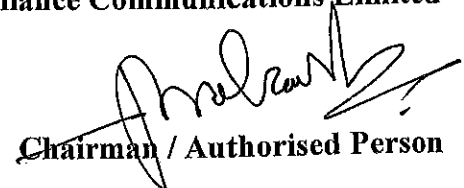
**Dayal and Lohia**  
Chartered Accountants  
(Firm Registration No.102200W)



Place: Mumbai.

Dated: September 18, 2018.

Countersigned by:  
For Reliance Communications Limited



Chairman / Authorised Person

**dayal and lohia**  
chartered accountants

**FORM No. MGT-13**

**Report of Scrutinizer**

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

**Shri Anil D. Ambani**

**Chairman**

**Reliance Communications Limited**

H Block, 1<sup>st</sup> Floor,

Dhirubhai Ambani Knowledge City,

Navi Mumbai 400 710

**Report of the Scrutinizer on poll taken at the 14<sup>th</sup> Annual General Meeting of the  
Members of Reliance Communications Limited (the "Company") held on September  
18, 2018, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.**

Dear Sir,

I, Rinkit K Uchat, Chartered Accountant in practice, Partner of M/s. Dayal and Lohia, Chartered Accountants, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 14<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on September 18, 2018, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 4 ballot boxes kept for polling were locked in my presence with due identification mark placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Karvy Computershare Private Limited, the Registrar and Transfer Agent of the Company ("Karvy"), and the authorizations and proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the poll 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, 2018 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, 2018 and the report of the Auditors thereon.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1,057	82,895	99.9144



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

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
1	71	0.0856

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 2:-**

Special Resolution to revise borrowing limits of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1,057	82,895	99.9144

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

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
1	71	0.0856

(iii) **Invalid** votes:

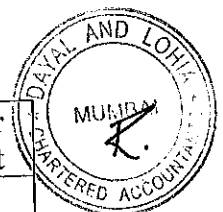
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 3:-**

Ordinary Resolution for ratification of remuneration payable to Cost Auditor for the financial year ending March 31, 2019.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1,057	82,895	99.9144



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

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
1	71	0.0856

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 4:-**

Special Resolution to appoint Shri Punit Garg as an Executive Director.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1,057	82,895	99.9144

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

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
1	71	0.0856

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 5:-**

Special Resolution to appoint Shri Manikantan V. as a Director and Chief Financial Officer.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1,057	82,895	99.9144

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

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
1	71	0.0856



(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 6:-**

Ordinary Resolution to appoint Smt. Chhaya Virani as an Independent Director.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1,057	82,895	99.9144

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

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
1	71	0.0856

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 7:-**

Ordinary Resolution to appoint Smt. Ryna Karani as an Independent Director.

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

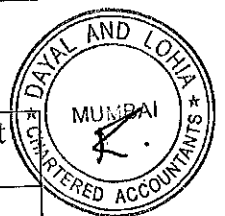
Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1,057	82,895	99.9144

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

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
1	71	0.0856

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



**Item No. 8:-**

Ordinary Resolution to appoint Shri Suresh Rangachar as a Director.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1,057	82,895	99.9144

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

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
1	71	0.0856

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 9:-**

Ordinary Resolution to appoint Smt. Manjari Kacker as an Independent Director.

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

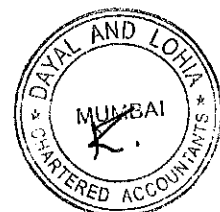
Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1,057	82,895	99.9144

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

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
1	71	0.0856

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



**Item No. 10:-**

Special Resolution for Alteration to Articles of Association of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1,057	82,895	99.9144

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

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
1	71	0.0856

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 11:-**

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

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1,057	82,895	99.9144

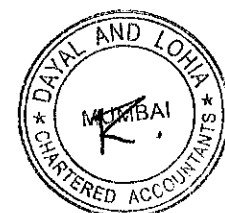
(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
1	71	0.0856

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

5. A Compact Disc (CD) containing a list of equity shareholders who voted "In Favour", "Against" and "Invalid" votes for each of the resolutions is specified in Annexure I enclosed to this report.





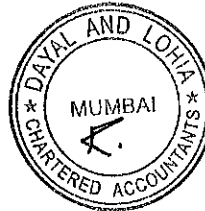
6. The poll papers and all other relevant records have been kept in my safe custody and shall be retained until the minutes of the AGM are approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



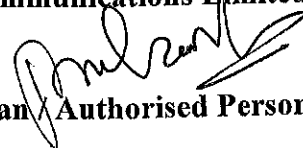
**Rinkit K Uchat**  
Practicing Chartered Accountant  
Membership No.165557  
Partner  
**Dayal and Lohia**  
Chartered Accountants  
(Firm Registration No.102200W)



Place : Mumbai

Dated : September 18, 2018

Countersigned by:  
**For Reliance Communications Limited**



**Chairman / Authorised Person**

**dayal and lohia**  
chartered accountants

**Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the 14<sup>th</sup> Annual General Meeting of Reliance Communications 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 Communications 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 July 18, 2018 (the "Notice") of the 14<sup>th</sup> Annual General Meeting of the Members of Reliance Communications 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 14<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	382	1,057	1,439	1,47,47,59,550	82,895	1,47,48,42,445	82.8230
Against	128	1	129	30,58,73,806	71	30,58,73,877	17.1770
Total *	506	1,058	1,564	1,78,06,33,356	82,966	1,78,07,16,322	100.0000
Invalid / Abstained	6	-	6	37,67,706	-	37,67,706	---

\* 4 shareholders with 739 shares voted "in favour" of, and 706 shares "against", the resolution.

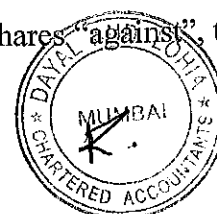
Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated July 18, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 2:-**

Special Resolution to revise borrowing limits of the Company.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	413	1,057	1,470	1,61,44,55,523	82,895	1,61,45,38,418	90.4771
Against	96	1	97	16,99,33,107	71	16,99,33,178	9.5229
Total *	503	1,058	1,561	1,78,43,88,630	82,966	1,78,44,71,596	100.0000
Invalid / Abstained	9	-	9	12,527	-	12,527	---

\* 6 shareholders with 84,952 shares voted "in favour" of, and 57,074 shares "against", the resolution.



Based on the aforesaid results, Special Resolution No. 2 of the Notice dated July 18, 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 ratify remuneration payable to Cost Auditor 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	468	1,057	1,525	1,78,41,56,984	82,895	1,78,42,39,879	99.9870
Against	38	1	39	2,32,246	71	2,32,317	0.0130
Total *	502	1,058	1,560	1,78,43,89,230	82,966	1,78,44,72,196	100.0000
Invalid / Abstained	10	-	10	12,237	-	12,237	---

\* 4 shareholders with 919 shares voted "in favour" of, and 601 shares "against", the resolution.

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated July 18, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 4:-**

Special Resolution to appoint Shri Punit Garg as an Executive Director.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	450	1,057	1,507	1,74,35,59,262	82,895	1,74,36,42,157	97.7119
Against	60	1	61	4,08,29,645	71	4,08,29,716	2.2881
Total *	502	1,058	1,560	1,78,43,88,907	82,966	1,78,44,71,873	100.0000
Invalid / Abstained	10	-	10	12,655	-	12,655	---

\* 8 shareholders with 56,850 shares voted "in favour" of, and 84,831 shares "against", the resolution.

Based on the aforesaid results, Special Resolution No. 4 of the Notice dated July 18, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



**Item No. 5:-**

Special Resolution to appoint Shri Manikantan V. as a Director and Chief Financial Officer.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	404	1,057	1,461	1,64,48,26,240	82,895	1,64,49,09,135	92.1791
Against	106	1	107	13,95,62,467	71	13,95,62,538	7.8209
Total *	503	1,058	1,561	1,78,43,88,707	82,966	1,78,44,71,673	100.0000
Invalid / Abstained	9	-	9	12,855	-	12,855	---

\* 7 shareholders with 56,695 shares voted "in favour" of, and 84,660 shares "against", the resolution.

Based on the aforesaid results, Special Resolution No. 5 of the Notice dated July 18, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 6:-**

Ordinary Resolution to appoint Smt. Chhaya Virani as an Independent Director.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	408	1,057	1,465	1,65,28,93,728	82,895	1,65,29,76,623	92.6311
Against	102	1	103	13,14,96,329	71	13,14,96,400	7.3689
Total *	505	1,058	1,563	1,78,43,90,057	82,966	1,78,44,73,023	100.0000
Invalid / Abstained	7	-	7	10,955	-	10,955	---

\* 5 shareholders with 56,678 shares voted "in favour" of, and 84,670 shares "against", the resolution.

Based on the aforesaid results, Ordinary Resolution No. 6 of the Notice dated July 18, 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 appoint Smt. Ryna Karani as an Independent Director.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	401	1,057	1,458	1,65,16,15,728	82,895	1,65,16,98,623	92.5595



Against	106	1	107	13,27,73,759	71	13,27,73,830	7.4405
Total *	502	1,058	1,560	1,78,43,89,487	82,966	1,78,44,72,453	100.0000
Invalid / Abstained	10	-	10	11,980	-	11,980	---

\* 5 shareholders with 56,628 shares voted “in favour” of, and 84,620 shares “against”, the resolution.

Based on the aforesaid results, Ordinary Resolution No. 7 of the Notice dated July 18, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 8:-**

Ordinary Resolution to appoint Shri Suresh Rangachar as a Director.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	466	1,057	1,523	1,78,43,80,723	82,895	1,78,44,63,618	99.9995
Against	42	1	43	8,164	71	8,235	0.0005
Total *	502	1,058	1,560	1,78,43,88,887	82,966	1,78,44,71,853	100.0000
Invalid / Abstained	10	-	10	12,580	-	12,580	---

\* 6 shareholders with 859 shares voted “in favour” of, and 916 shares “against”, the resolution.

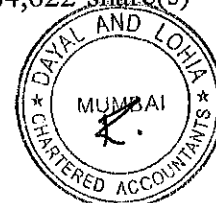
Based on the aforesaid results, Ordinary Resolution No. 8 of the Notice dated July 18, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 9:-**

Ordinary Resolution to appoint Smt. Manjari Kacker as an Independent Director.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	380	1,057	1,437	1,48,82,06,717	82,895	1,48,82,89,612	83.4022
Against	128	1	129	29,61,82,210	71	29,61,82,281	16.5978
Total *	502	1,058	1,560	1,78,43,88,927	82,966	1,78,44,71,893	100.0000
Invalid / Abstained	10	-	10	12,020	-	12,020	---

\* 6 shareholders with 56,629 shares voted “in favour” of, and 84,622 share(s) “against”, the resolution.



Based on the aforesaid results, Ordinary Resolution No. 9 of the Notice dated July 18, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 10:-**

Special Resolution for Alteration to Articles of Association of the Company.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	483	1,057	1,540	1,78,43,85,080	82,895	1,78,44,67,975	99.9997
Against	26	1	27	5,345	71	5,416	0.0003
Total *	506	1,058	1,564	1,78,43,90,425	82,966	1,78,44,73,391	100.0000
Invalid / Abstained	6	-	6	10,827	-	10,827	---

\* 3 shareholders with 1,019 shares voted "in favour" of, and 501 shares "against", the resolution.

Based on the aforesaid results, Special Resolution No. 10 of the Notice dated July 18, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 11:-**

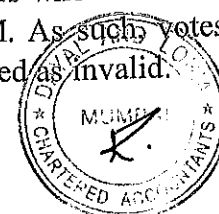
Special Resolution for Private Placement of Non-convertible Debentures and / or other Debt Securities.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	412	1,057	1,469	1,60,43,92,833	82,895	1,60,44,75,728	89.9132
Against	91	1	92	17,99,96,467	71	17,99,96,538	10.0868
Total *	499	1,058	1,557	1,78,43,89,300	82,966	1,78,44,72,266	100.0000
Invalid / Abstained	13	-	13	12,272	-	12,272	---

\* 4 shareholders with 84,520 shares voted "in favour" of, and 56,406 shares "against", the resolution.

Based on the aforesaid results, Special Resolution No. 11 of the Notice dated July 18, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

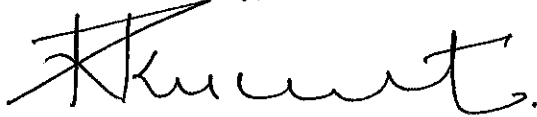
6. In terms of the Notice for the AGM dated July 18, 2018, the Members who have already voted through remote e-voting were not entitled to vote at the AGM. As such, votes, if any, cast by the Members who had voted at remote e-voting were treated as invalid.



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,



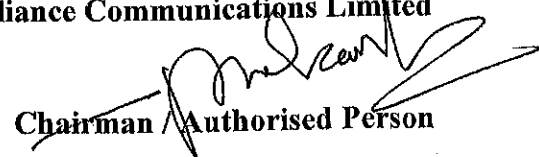
**Rinkit K Uchat**  
Practicing Chartered Accountant  
Membership No.165557  
Partner  
**Dayal and Lohia**  
Chartered Accountants  
(Firm Registration No.102200W)



Place : Mumbai.

Dated : September 18, 2018.

Countersigned by:  
For Reliance Communications Limited

  
Chairman Authorised Person