

**dayal and lohia**  
chartered accountants

**Consolidated Scrutinizer's Report on the results of the remote e-voting process, physical postal ballot and Poll conducted at the Tribunal Convened Meeting of the Equity Shareholders of Reliance Communications Limited held on 24<sup>th</sup> April, 2017 at 9.30 a.m. at Reliance Energy Management Institute, Jogeshwari - Vikhroli Link Road, Opposite SEEPZ North Gate No. 3, Aarey Colony, Aarey Colony Road, Mumbai 400 065.**

24<sup>th</sup> April, 2017

To,

**Shri R. N. Bhardwaj,**

**Chairman of the Tribunal Convened Meeting of the Equity Shareholders of  
Reliance Communications Limited**

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

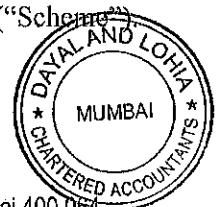
Dhirubhai Ambani Knowledge City,

Navi Mumbai 400 710

Dear Sir,

1. The Tribunal/ Board of Directors of the Company appointed me, Rinkit Kiran Uchat, a 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 as amended (Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations);
  - (ii) poll conducted at Tribunal Convened Meeting under the provisions of Section 109 of the Act read with Rule 21 of the Rules; and
  - (iii) voting through physical postal ballot under the provisions of Section 110 of the Act read with Rule 22 of the Rules;

on the resolution contained in the Notice dated March 17, 2017 (the Notice) of the Tribunal Convened Meeting of the Equity Shareholders of the Company (the Meeting), held on 24<sup>th</sup> April, 2017, at Reliance Energy Management Institute, Jogeshwari - Vikhroli Link Road, Opposite SEEPZ North Gate No. 3, Aarey Colony, Aarey Colony Road, Mumbai – 400 065, for business to be transacted in the matter of proposed Composite Scheme of Arrangement between Reliance Communications Limited (“the Company” or “RCom” or “the Demerged Company 1”) and Reliance Telecom Limited (“the Demerged Company 2” or “RTL”) and Aircel Limited (“Resulting Company 1” or “Transferee Company” or “AL”) and Dishnet Wireless Limited (“Resulting Company 2” or “DWL”) and Deccan Digital Networks Private Limited (“the Transferor Company 1” or “Deccan”) and South Asia Communications Private Limited (“the Transferor Company 2” or “SACPL”) and their respective shareholders and creditors (“Scheme”)



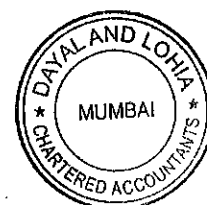
2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules and SEBI LODR Regulations relating to voting through remote e-voting, physical postal ballot means and through Poll on the resolution contained in the Notice of the Meeting.
3. The Company 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 Equity Shareholders of the Company from 09:00 A.M. on March 25, 2017 to 5:00 P.M. on April 23, 2017.
4. My responsibility as a scrutinizer for the voting process (by remote e-voting, physical postal ballot and Poll at the Meeting), was restricted to scrutinize the remote e-voting process, physical postal ballot and poll at the meeting in a fair and transparent manner and to prepare a consolidated 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, physical postal ballot and based on the Poll taken at the Meeting.
5. I submit a consolidated Scrutinizer’s report on the results of voting by remote e-voting, physical postal ballot forms and Poll taken at the Meeting as under:-

Resolution to be passed with requisite majority of the Shareholders:

To consider and, if thought fit, approve with or without modification(s), the Resolution under Sections 230 to 232 of the Companies Act, 2013 for approval of the proposed Composite Scheme of Arrangement Reliance Communications Limited (“the Company” or “RCom” or “the Demerged Company 1) and Reliance Telecom Limited (“the Demerged Company 2” or “RTL”) and Aircel Limited (“Resulting Company 1” or “Transferee Company” or “AL”) and Dishnet Wireless Limited (“Resulting Company 2” or “DWL”) and Deccan Digital Networks Private Limited (“the Transferor Company 1” or “Deccan”) and South Asia Communications Private Limited (“the Transferor Company 2” or “SACPL”) and their respective shareholders and creditors (“Scheme”).

	Number of Equity Shareholders				Number of votes contained in				%
	Remote e-voting	Physical postal ballot	Poll at the Meeting	Total	Remote e-voting	Physical postal ballot	Poll at the Meeting	Total	
In favour	355	9	1,860	2,224	1,76,14,76,049	2,146	6,55,562	1,76,21,33,757	99.9996
Against	25	0	6	31	5,628	0	770	6,398	0.0004
<b>Total</b>	<b>*379</b>	<b>9</b>	<b>1,866</b>	<b>*2,254</b>	<b>1,76,14,81,677</b>	<b>2,146</b>	<b>6,56,332</b>	<b>1,76,21,40,155</b>	<b>100.0000</b>
Invalid / Abstained	12	2	5	19	2,92,97,136	45	470	2,92,97,651	-

\* 1 shareholder holding 292 shares, voted “for” the resolution with respect to 290 shares and “against” the resolution with respect to 2 shares.

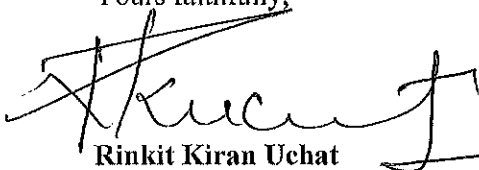


Based on the aforesaid results, Resolution of the Notice dated March 17, 2017 has been passed by the Equity Shareholders through poll at the meeting, remote e-voting and physical postal ballot with requisite majority.

6. In terms of the Notice for Tribunal Convened Meeting dated March 17, 2017, the shareholders who have already voted through remote e-voting or physical postal ballot were not entitled to vote at the Tribunal Convened Meeting. As such, votes, if any, cast by the Shareholders in the meeting, who had voted at remote e-voting or physical postal ballot, were treated as invalid.
7. Electronic data and other relevant records relating to remote e-voting, voting through physical postal ballot and Poll has been kept in my safe custody and shall be retained until the minutes of the Tribunal Convened Meeting is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,



**Rinkit Kiran Uchat**

Practicing Chartered Accountant

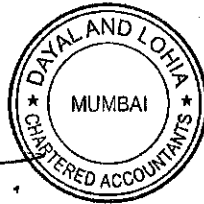
Membership No. 165557

Partner

**Dayal and Lohia**

Chartered Accountants

(Firm registration No.102200W)



Place : Mumbai.

Dated : 24<sup>th</sup> April, 2017.