

Scrutinizer's Report
[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the
Companies (Management and Administration) Rules, 2014]

To

The Chairman of 26th Annual General Meeting of the members of Reliance Industrial Infrastructure Limited (the Company) to be held on the 2nd day of July, 2014, at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai - 400 020

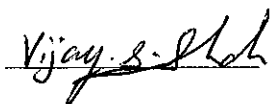
Dear Sir,

1. I, Ketan Vora, a Chartered Accountant in practice, have been appointed by the Board of Directors of Reliance Industrial Infrastructure Limited (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 26th Annual General Meeting (AGM) of the members of the Company, to be held on the 2nd day of July, 2014, at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai - 400 020
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice to the 26th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-
 - i. The e-voting period remained open from Thursday, 26th June, 2014 (10:00 A.M) to Sunday, 29th June, 2014 (10:00 A.M)
 - ii. The members of the Company as on the "cut-off" date i.e. 6th June, 2014 were entitled to vote on the resolutions (items no. 1 to 7 as set out in the notice to the 26th AGM of the Company)

Kg

Ketan Vora
Indiabulls Finance Centre, Tower 3, 31st Floor, Elphinstone Mill Compound, Senapati Bapat Marg,
Elphinstone (W), Mumbai - 400013

- iii. The votes cast were unblocked on July 1, 2014 in the presence of 2 witnesses, Mr. Vijay Shah and Mr. Abdullah Fakih who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Vijay Shah



Name: Abdullah Fakih

- iv. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Computershare Private Limited ("Karvy") i.e. <https://evoting.karvy.com/> and based on such reports generated, the result of the e-voting is as under:

Item No. 1:-

Ordinary Resolution to consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2014, the reports of the Board of Directors and Auditors thereon.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
60	7026106	99.9995

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
4	36	0.0005

(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	1630



Item No. 2:-

Ordinary Resolution to declare a dividend on equity shares.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
60	7026111	99.9996

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
3	31	0.0004

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	1630

Item No. 3:-

Ordinary Resolution to appoint a Director in place of Shri S. C. Malhotra (DIN: 00013967), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
59	7025861	99.9960

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
5	281	0.0040

Kj

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	1630

Item No. 4:-

Ordinary Resolution to appoint M/s. Chaturvedi & Shah, Chartered Accountants, (Registration No. 101720W) as Auditors and fixing their remuneration.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
58	7025906	99.9967

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
4	231	0.0033

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	1630

Item No. 5:-

Special Resolution to re-appoint Shri Dilip V. Dherai (DIN: 00011789) as a Whole-time Director, designated as Executive Director.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
57	7025696	99.9937

Kg

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
6	441	0.0063

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	1630

Item No. 6:-

Ordinary Resolution to approve the remuneration of the Cost Auditor for the financial year ending 31st March, 2015.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
59	7026106	99.9996

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
3	31	0.0004

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	1630

Kg

Item No. 7:-

Special Resolution to adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
60	7026111	99.9996

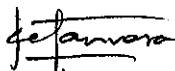
(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
3	31	0.0004

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	1630

Thanking You,
Yours faithfully,



Ketan Vora
Practicing Chartered Accountant
Membership No. 100459
Place: Mumbai
Date: July 2, 2014