

**dayal and lohia**  
chartered accountants

**Scrutinizer's Report**

March 31, 2015

The Chairman  
**Reliance Industrial Infrastructure Limited**  
NKM International House, 5th Floor,  
178 Backbay Reclamation,  
Behind LIC Yogakshema Building  
Babubhai Chinai Road  
Mumbai – 400 020

**Scrutinizers Report on postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated February 20, 2015 through Postal Ballot**

Dear Sir,

I, Anil Lohia, Partner, Dayal and Lohia, Chartered Accountants have been appointed as a Scrutinizer by the Board of Directors of Reliance Industrial Infrastructure Limited (the Company) for scrutinizing postal ballot voting including voting by electronic means in respect of the passing of the resolutions contained in the Notice dated February 20, 2015 through Postal Ballot.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the Listing Agreements with the Stock Exchanges, relating to postal ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice dated February 20, 2015, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. till 5.00 p.m. on March 30, 2015.

I submit my report as under:

1. After the time fixed for closing of the e-voting, i.e. 5.00 p.m. on March 30, 2015, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website <https://evoting.karvy.com> of Karvy Computershare Private Limited, the Authorised Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
2. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. 5.00 p.m. on March 30, 2015, were diligently scrutinized and reconciled with the records maintained by the Company through Karvy Computershare Private Limited, the Share Transfer Agents of the Company and the authorizations lodged with the Company.



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The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated February 20, 2015 through Postal Ballot, is as under:

**1) Ordinary Resolution - Item No. 1 – To appoint Shri Chandra Raj Mehta (DIN: 00002011) as an Independent Director:**

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

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	487	55389	0.7938
Electronic (e-voting)	52	6868880	98.4421
Total	539	6924269	99.2359

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

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	36	1728	0.0248
Electronic (e-voting)	10	51585	0.7393
Total	46	53313	0.7641

(III) **Invalid** votes:

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	39	5287
Electronic (e-voting)	2	15
Total	41	5302

*PLW*

2) **Ordinary Resolution - Item No. 2 – To appoint Shri Sandeep H. Junnarkar (DIN: 00003534) as an Independent Director**

(I) Voted in favour of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	467	54103	0.7755
Electronic (e-voting)	53	6868859	98.4581
Total	520	6922962	99.2336

(II) Voted against the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	36	1862	0.0267
Electronic (e-voting)	10	51606	0.7397
Total	46	53468	0.7664

(III) Invalid votes:

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	59	6375
Electronic (e-voting)	2	15
Total	61	6390

Note: The figures in percentage have been rounded off to 4 decimal points.

*ERh*

3. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
4. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.

Thanking you,

Yours faithfully,



**Anil Lohia**  
(Scrutinizer)  
Membership No. 31626  
Partner  
**Dayal and Lohia**  
Chartered Accountants  
(Firm's Registration No. 102200W)

Place: Mumbai