

**dayal and lohia**  
chartered accountants

**Consolidated Scrutinizer's Report**  
*[Pursuant to Section 108 of the Companies Act, 2013 and the  
Companies (Management and Administration) Rules, 2014 as amended]*

To,

The Chairman of the 31st Annual General Meeting of the Equity Shareholders (Members) of Reliance Industrial Infrastructure Limited (the Company) held on Wednesday, 28th August, 2019 at 11.00 a.m. at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, IMC Marg, Churchgate, Mumbai - 400 020.

Dear Sir,

1. I, Anil Lohia, a partner, Dayal and Lohia, Chartered Accountants in practice, have been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of :

- (i) Scrutinizing the e-voting process from a place other than venue of the AGM (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), and
- (ii) Scrutinizing voting process through electronic voting system (Insta Poll) at the AGM under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules,

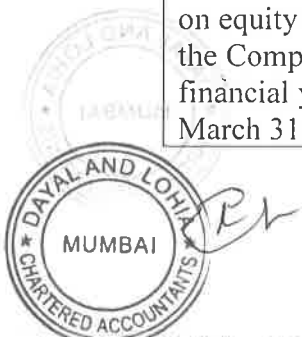
on the resolutions contained in the Notice dated 29th July, 2019 of the 31st Annual General Meeting (AGM) of the Members of the Company, held on Wednesday, 28th August, 2019 at 11.00 a.m. at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, IMC Marg, Churchgate, Mumbai - 400 020.

2. The management of the Company is responsible to ensure compliance with the requirements of the 2013 Act and Rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, ("LODR") relating to voting through electronic means [i.e. by remote e-voting and Insta Poll at the AGM] for the resolutions contained in the Notice dated 29th July, 2019 of the 31st AGM of the members of the Company. My responsibility as Scrutinizer for the voting process through electronic means (i.e. by remote e-voting and Insta Poll at the AGM) is restricted to make 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 e-voting system provided by Karvy Fintech Private Limited ("Karvy"), the Agency authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM).



3. I have issued separate Scrutinizer's Report dated 28th August, 2019 on the remote e-voting and on the voting through electronic voting system (Insta Poll) at the AGM on the resolutions contained in the Notice of the AGM. I submit herewith my Consolidated Scrutinizer's Report on the results of voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM) based on the reports generated by Karvy and relied upon by me as under :-

Item No. of the Notice	Votes in favour of the resolution		Votes against the resolution		Invalid / Abstained Votes Nos.
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	
Item No. 1(a):-  Ordinary Resolution to consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon.	68,68,755	99.9413	4,035	0.0587	539
Item No. 1(b):-  Ordinary Resolution to consider and adopt the audited consolidated financial statement of the Company for the financial year ended 31st March, 2019 and the report of the Auditors thereon.	68,68,755	99.9413	4,035	0.0587	539
Item No. 2:-  Ordinary Resolution to declare dividend on equity shares of the Company for the financial year ended March 31, 2019.	68,68,725	99.9970	205	0.0030	4,399



Item No. of the Notice	Votes in favour of the resolution		Votes in favour of the resolution		Invalid / Abstained Votes Nos.
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	
Item No. 3:-  Ordinary Resolution to appoint Shri Dilip V. Dherai (DIN: 00011789), who retires by rotation .	68,68,607	99.9396	4,153	0.0604	569
Item No. 4:-  Ordinary Resolution to appoint Shri A. Siddharth (DIN: 00016278), as Director liable to retire by rotation.	68,68,607	99.9391	4,183	0.0609	539

4. The electronic data and all other relevant records relating to the e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.
5. (a) This report is issued in accordance with the terms of my engagement letter.
- (b) I have conducted my examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the 2013 Act. The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by ICAI.
- (c) I have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.



6. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) to be placed on website of the Company, and (iii) website of Karvy. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You,

Yours faithfully,

**Anil Lohia**  
Practicing Chartered Accountant  
Membership No.31626



Partner  
**Dayal and Lohia**  
Chartered Accountants  
(Firms registration No.102200W)



Place : Mumbai.  
Dated : 28th August, 2019.

Countersigned by:  
**For Reliance Industrial Infrastructure Limited**



Chairman

