

**dayal and lohia**  
chartered accountants

**Consolidated Scrutinizer's Report**  
**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the**  
**Companies (Management and Administration) Rules, 2014, as amended]**

To,

The Chairman of the Thirty-sixth Annual General Meeting of the Equity Shareholders of **Reliance Industrial Infrastructure Limited** held on Wednesday, June 12, 2024 at 4:30 p.m. IST through Video Conferencing.

Dear Sir,

1. I, Anil Lohia, Chartered Accountant in practice, and Partner, Dayal and Lohia, Chartered Accountants, have been appointed as Scrutinizer by the Board of Directors of Reliance Industrial Infrastructure Limited ("**the Company**") for the purpose of Scrutinizing the process of voting through electronic means ("**e-voting**") on the resolutions contained in the notice dated May 15, 2024 ("**Notice**") issued in accordance with General Circular No. 14/2020, 17/2020, 20/2020, 2/2021, 19/2021, 21/2021, 2/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023, respectively, issued by the Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**"), calling the Thirty-sixth Annual General Meeting of its Equity Shareholders ("**the Meeting**" / "**AGM**") through Video Conferencing. The AGM was convened on Wednesday, June 12, 2024 at 4:30 p.m. IST through Video Conferencing. The deemed venue for the Meeting was the Registered Office of the Company.
2. In compliance with the MCA Circulars and SEBI Circular dated October 7, 2023, the Annual Report of the Company for the financial year 2023-24 including the Notice was sent through electronic mode to equity shareholders whose email address is registered with the Company / Share Transfer Agent of the Company, KFin Technologies Limited ("**KFinTech**") / National Securities Depository Limited ("**NSDL**") / Central Depository Services Limited ("**CDSL**") / Depository Participant(s);

Annual Report of the Company for the financial year 2023-24 including the Notice was also placed on the website of the Company at: <https://www.riil.in> and on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively; and on the website of KFinTech at <https://evoting.kfintech.com>, the Share Transfer Agent of the Company, being the agency appointed by the Company to provide to its equity shareholders facility to exercise their right to vote on the resolutions contained in the Notice calling the Meeting using an electronic voting system (i) remotely, before the Meeting on the dates referred to in the Notice ("**remote e-voting**"); and (ii) at the Meeting ("**Insta Poll**");

In compliance with the relevant MCA Circular(s), a newspaper Advertisement was published on May 18, 2024 in 'Financial Express' (English language newspaper), and in 'Navshakti' (Marathi language newspaper), respectively specifying the day, date and time of the AGM. Annual Report of the Company for the financial year 2023-24 including the Notice was also made available on the website of the Company, the Stock Exchanges and KFinTech.

3. The said appointment as Scrutinizer is 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 ("**the Rules**"). As the Scrutinizer, I have to scrutinize:
  - (i) process of remote e-voting; and
  - (ii) process of Insta Poll

#### **Management's Responsibility**

4. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**LODR**") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

#### **Scrutinizer's Responsibility**

5. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and Insta Poll) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by KFinTech the Share Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and / or KFinTech for my verification.

#### **Cut-off date**

6. Subject to the provisions of Articles of Association of the Company, the Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Wednesday, June 5, 2024 were entitled to vote on the resolutions (item nos. 1 to 6 as set out in the Notice calling the AGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

## 7. Insta Poll

- i. The facility for voting electronically was also made available at the meeting (Insta Poll) to those equity shareholders who had not cast their votes through remote e-voting.
- ii. After the time fixed for closure of the e-voting by the Chairman, the electronic system recording the e-voting (“e-votes”) was locked by KFinTech under my instructions.
- iii. The e-votes cast at the meeting were unblocked on Wednesday, June 12, 2024 after the conclusion of the AGM.
- iv. The e-votes were reconciled with the records maintained by the Company / KFinTech and the authorisations lodged with the Company / KFinTech.

## 8. Remote e-voting process

- i. The remote e-voting period remained open from Friday, June 7, 2024 (9:00 a.m. IST) to Tuesday, June 11, 2024 (5:00 p.m. IST).
- ii. The votes cast during the remote e-voting were unblocked on Wednesday, June 12, 2024 after the conclusion of the AGM and was witnessed by two witnesses, Shri Sunil Khandelwal and Shri Neel Khandelwal, who are not in the employment of the Company and / or KFinTech. They have signed below in confirmation of the same.

SUNIL  
LAKHMICHAND  
KHANDELWAL

Digitally signed by SUNIL LAKHMICHAND KHANDELWAL  
DN: cn=PERSONAL, o=8001,  
serialNumber=01320254740239ba7a951110078  
+0,  
2.5.4.24=5171877ca170127a20618861930c5d9  
72522d956f6c486646050790466e,  
postalCode=400078, st=Maharashtra,  
serialNumber=01320254740239ba7a951110078  
+0, cn=SUNIL LAKHMICHAND KHANDELWAL,  
Date: 2024.06.12 20:28:18 +05'30'

Shri Sunil Khandelwal

NEEL SUNIL  
KHANDELWAL

Digitally signed by NEEL SUNIL KHANDELWAL  
DN: cn=PERSONAL, o=8001,  
serialNumber=01320254740239ba7a951110078  
+0,  
2.5.4.24=5171877ca170127a20618861930c5d9  
72522d956f6c486646050790466e,  
postalCode=400078, st=Maharashtra,  
serialNumber=01320254740239ba7a951110078  
+0, cn=NEEL SUNIL KHANDELWAL,  
Date: 2024.06.12 20:27:01 +05'30'

Shri Neel Khandelwal

- iii. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted “in favour” or “against” on each of the resolutions that was put to vote, were generated from the e-voting website of KFinTech i.e., <https://evoting.kfintech.com>. Based on the report generated by KFinTech and relied upon by me, data regarding the remote e-voting was scrutinized.

9. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and Insta Poll, based on the reports generated by KFinTech and relied upon by me as under:-

Item No. of the Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes (due to lack of proper authorisation) Nos.
	No. of valid votes	As a % of total number of valid votes (in Favour and Against) (iii= ii/ (ii+iv)* 100)	No. of valid votes	As a % of total number of valid votes (in Favour and Against) (v= iv/ (ii+iv)* 100)	
(i)	(ii)	(iii)	(iv)	(v)	(vi)
Item No. 1(a) - Consider and adopt audited financial statement of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon (As an <b>Ordinary Resolution</b> )	69,65,087	99.9961	271	0.0039	8,306
Item No. 1(b) - Consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the Report of Auditors thereon (As an <b>Ordinary Resolution</b> )	69,65,087	99.9961	271	0.0039	8,306
Item No. 2 - Declaration of dividend on equity shares (As an <b>Ordinary Resolution</b> )	69,65,087	99.9961	271	0.0039	8,306

Item No. of the Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes (due to lack of proper authorisation) Nos.
	No. of valid votes	As a % of total number of valid votes (in Favour and Against) (iii= ii/ (ii+iv)* 100)	No. of valid votes	As a % of total number of valid votes (in Favour and Against) (v= iv/ (ii+iv)* 100)	
(i)	(ii)	(iii)	(iv)	(v)	(vi)
Item No. 3 - Appointment of Shri Dilip V. Dherai, a Director retiring by rotation (As an <b>Ordinary Resolution</b> )	69,65,075	99.9959	283	0.0041	8,306
Item No. 4 - Appointment of Shri Sanjiv Singh, as a Non-Executive Director (As an <b>Ordinary Resolution</b> )	69,65,035	99.9954	323	0.0046	8,306
Item No. 5 - Appointment of Shri Rahul Dutt, as an Independent Director (As a <b>Special Resolution</b> )	69,65,035	99.9954	323	0.0046	8,306
Item No. 6 – Re-appointment of Shri Dilip V. Dherai as a Whole-time Director, designated as an Executive Director of the Company and approve remuneration payable to him (As a <b>Special Resolution</b> )	69,65,075	99.9959	283	0.0041	8,306

Based on the aforesaid results, I report that all resolutions as set out in items nos. 1 to 6 of the Notice have been **passed with requisite majority**.

