

**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-second Annual General Meeting of the Equity Shareholders of **Reliance Industrial Infrastructure Limited ("the Company")** held on Friday, 18th September 2020 at 2.00 p.m. IST through Video Conferencing (VC) ("**Meeting or AGM**").

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 the Company for the purpose of Scrutinizing the process of voting through electronic means ("**e-voting**") on the resolutions contained in the notice dated 20 August 2020 ("**Notice**") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020 respectively and other applicable circulars, issued by the Ministry of Corporate Affairs (MCA) (hereinafter referred to as "**MCA Circulars**"), Government of India, calling the Thirty-second Annual General Meeting of its Equity Shareholders ("**the Meeting**"/"**AGM**") through VC. The AGM was convened on Friday, 18 September 2020 at 2:00 p.m. IST through VC.
2. 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 e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("**remote e-voting**"); and
  - (ii) process of e-voting at the AGM through electronic voting system ("**e-voting at Meeting**").

**Management's Responsibility**

3. 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 & Disclosure Requirements) Regulations 2015, ("**LODR**") relating to Voting through electronic means (remote e-voting and e-voting at Meeting) 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

4. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting at Meeting) 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 KFin Technologies Private Limited ("KFin"), 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 KFin for my verification.

### Cut-off date

5. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Friday, 11th September, 2020 were entitled to vote on the resolutions (item nos. 1 to 3 as set out in the Notice calling the AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

### 6. Remote e-voting process:-

- i. The remote e-voting period remained open from Monday, 14th September, 2020 (9:00 a.m. IST) to Thursday, 17th September, 2020 (5:00 p.m. IST).
- ii. The votes cast were unblocked on Friday, 18 September 2020 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Niyati Maru and Mr. Neel Khandelwal, who are not in the employment of the Company and/ or KFin. They have signed below in confirmation of the same.

(Ms. Niyati Maru)

(Mr. 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 KFin, i.e., <https://evoting.karvy.com>. Based on the report generated by KFin and relied upon by me, data regarding the remote e-voting was scrutinized.

### 7. E-voting process at the AGM:-

- i. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by KFin under my instructions.
- ii. The e-voting system was scrutinized and e-votes were reconciled with the records maintained by the Company / KFin and the authorizations lodged with the Company/ KFin.

iii. The e-votes cast were unblocked on Friday, 18 September 2020 after the conclusion of the AGM.

8. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting at Meeting, based on the reports generated by KFin, scrutinized and relied upon by me as under:-

Item No. of the Notice	Type of Share	Votes in favour of the resolution		Votes against the resolution		Invalid votes Nos.
		No. of votes	As a % of total number of valid votes (Favour and Against) (iv= iii/ (iii+v) x 100)	No. of votes	As a % of total number of valid votes (Favour and Against) (vi= v/ (iii+v) x 100)	
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)
Item No. 1(a) - Consider and adopt audited financial statement of the Company for the financial year ended 31 March 2020 and the Reports of the Board of Directors and Auditors thereon (As an <b>Ordinary Resolution</b> )	Equity shares of ₹ 10/- each, fully paid-up	68,76,024	99.9935	449	0.0065	-

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(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)
Item No. 1(b) - Consider and adopt the audited consolidated financial statement of the Company for the financial year ended 31 March 2020 and the Report of Auditors thereon (As an <b>Ordinary Resolution</b> )	Equity shares of ₹ 10/- each, fully paid-up	68,76,024	99.9935	449	0.0065	-
Item No. 2 - Declaration of dividend on equity shares (As an <b>Ordinary Resolution</b> )	Equity shares of ₹ 10/- each, fully paid-up	68,76,024	99.9935	449	0.0065	-

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(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)
Item No. 3 - Appointment of Shri Mahesh K Kamdar (DIN: 00013915), a Director retiring by rotation (As an <b>Ordinary Resolution</b> )	Equity shares of ₹ 10/- each, fully paid-up	68,75,936	99.9922	537	0.0078	-

9. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Shri Shailesh Dholakia, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.
10. a) This report is issued in accordance with the terms of the 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 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.

### **Restriction on Use**

11. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of KFin. This report is not to be used for any other purpose or to be distributed by the Company 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 other 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)

UDIN: 20031626AAAADH7390

Place : Mumbai

Dated : 19th September, 2020

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

Shailesh Dholakia  
Company Secretary and  
Compliance Officer