

## Reliance Communications Limited

Date of the EGM: July 24, 2014

Total number of shareholders on record date: June 20, 2014, cut of date for reckoning the voting rights of the shareholders, total number of shareholders 15,85,703.

No. of shareholders present in the meeting either in person or through proxy: 316

Promoters and Promoter Group: NIL

Public: 316

No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Nil, no Videoconferencing facility was made available.

Public: Nil

Details of the Agenda: Preferential issue of 8,66,66,667 Equity shares of Rs.5 each/ Warrants to Telecom Infrastructure Finance Private Limited, a Promoter Group Company

Resolution required: (Ordinary/Special) :- Special

Mode of voting: (Show of hands/ Poll/ Postal ballot/ E-voting):- E-voting

In case of Poll/ Postal ballot/ E-voting:

	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]**100	% of Votes against on votes polled (7)=[(5)/(2)]**100
Promoter and Promoter Group	1399309177	1377030177	98.41	1377030177	0	100.000	0
Public – Institutional holders	436005529	150969117	34.63	150969117	0	100.000	0
Public-Others	228712175	52998	0.02	44085	8913	83.182	16.817
<b>Total</b>	<b>2064026881</b>	<b>1528052292</b>	<b>74.03</b>	<b>1528043379</b>	<b>8913</b>	<b>99.999</b>	<b>0.001</b>



Date: July 24, 2014

To,  
The Chairman,  
Reliance Communications Limited  
H' Block, 1st Floor,  
Dhirubhai Ambani Knowledge City,  
Navi Mumbai – 400 710.

Dear Sir,

**Sub : Report on Electronic Voting**

This has reference to my appointment as Scrutinizer by the Board of Directors at their meeting held on June 24, 2014 in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for voting by Electronic Means (e-voting) in respect of the business to be transacted at the Extra ordinary General Meeting as per Notice dated June 24, 2014, issued by Reliance Communications Limited (the Company) to its Share holders.

The Company had appointed Karvy Computershare Private Limited (Karvy) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider had provided a system for recording the votes of the shareholders electronically on the item of the business sought to be transacted in the Extra ordinary General Meeting of the Company which is scheduled to be held on Thursday, the July 24, 2014. Accordingly, the Service Provider had set up e-voting facility on their website <https://evoting.karvy.com>. The Company had uploaded the notice of the meeting on the website of the Company and also that of it's Service Provider to facilitate their shareholders to cast their vote through e-voting.

In this connection, I submit my report as under:

1. The Company had sent notice of the Extra Ordinary General Meeting to all the members of the Company whose names appear in the register of members as on June 20, 2014 in accordance with Rule 20 of the Companies (Management and Administration) Rules 2014 (Rules). The e-voting remained open from 10.00 a.m. on July 18, 2014 to 6.00 p.m. on July 20, 2014.
2. At the end of the voting period, the portal where votes were cast was blocked.

3. The votes were thereafter unblocked in the presence of two witnesses who were not in employment of the Company. A register recording the assent or dissent in e-voting mentioning the particulars required under Rule 20 of the Rules has been electronically generated. The results of the e-voting are given below:

Resolution No. : 1 : Preferential issue of 8,66,66,667 equity shares of a face value of Rs.5/- each/ Warrants, to Telecom Infrastructure Finance Private Limited, a promoter group company.

Particulars	Total number of members	Total number of votes cast by them.
Total number of members voted through e-voting	262	152 80 79 556
Total number of Invalid votes	6	27 264
Total number of Valid votes ***	258	152 80 52 292

Particulars	Number of members	No. of votes cast	% of valid votes
Total valid votes received	258	152 80 52 292	100.000
Assented to resolution	235	152 80 43 379	99.999
Dissented to resolution	23	8 913	0.001
<b>Result</b>	<b>Carried as Special Resolution with requisite majority</b>		

*Note: \*\*\*02 members have cast electronic votes with 62 shares assenting and 30 shares dissenting.*

A print-out of the Electronic Register has been kept in my safe custody and shall be retained until the minutes of the Extra ordinary General Meeting are approved and signed, and shall be returned to the Company thereafter.

You may accordingly declare the results of the e-voting in respect of the resolution given in the notice dated June 24, 2014 issued under Section 108 in the Companies Act, 2013 and rules made thereunder.

Yours faithfully,



**Anil Lohia**  
(Partner)  
M.No.031626  
(Scrutinizer)