

dayal and lohia
chartered accountants

Consolidated Scrutinizer's Report on the results of the e-voting process and Poll conducted at the 11th Annual General Meeting of Reliance Communications Limited (the Company) held on 30th September, 2015 at Birla Matushri Sabhagar, 19 New Marine Lines, Mumbai 400 020.

To,
Shri Anil D. Ambani,
Chairman
Reliance Communications Limited
Mumbai.

Dear Sir,

1. The Board of Directors of the Company has appointed me, Anil Lohia, a Chartered Accountant in practice, as a scrutinizer for the purpose of :
 - (i) Scrutinizing the e-voting process (remote e-voting) 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 (Rules), and
 - (ii) Poll taken under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the Notice (the Notice) of the 11th Annual General Meeting (AGM) of the Members of the Company, held on 30th September, 2015 at Birla Matushri Sabhagar, 19 New Marine Lines, Mumbai 400 020.
2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules relating to voting through electronic means and through Poll on the resolutions contained in the Notice of the 11th Annual General Meeting of the Members of the Company.
3. The Company has appointed Karvy Computershare Private Limited ("Karvy"), the agency authorised under Rule 20 of Companies (Management and Administration) Rules, 2014, to provide e-voting facilities to the Members from 10:00 A.M. on 27th September, 2015 to 5:00 P.M. on 29th September, 2015.
4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the AGM), was restricted to making a 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 and based on the Poll taken at the AGM.
5. Separate Scrutinizer's Reports of even date have been issued on the remote e-voting and on the poll taken at the AGM on the resolutions contained in the Notice of the AGM. I submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and Poll taken at the AGM as under :-

Item No. 1:-

Ordinary Resolution to consider and adopt :

- a) the audited financial statement of the Company for the financial year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon,
- b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015 and the reports of the Auditors thereon.



	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	404	50	454	1846916150	12074	1846928224	99.951
Dissent	18	-	18	912415	0	912415	0.049
Abstained *	15	-	15	23393145	0	23393145	--
Invalid	-	-	-	0	0	0	--
Total #	434	50	484	1871221710	12074	1871233784	--

*Includes votes which were not cast "for" or "against" the resolution in remote e-voting.

3 members voted 3494799 votes as Assent and 908621 votes as Dissent.

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated May 29, 2015 has been passed with requisite majority.

Item No. 2:-

Ordinary Resolution to appoint a Director in place of Smt. Manjari Kacker (DIN : 06945359), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	378	44	422	1840832010	11068	1840843078	99.621
Dissent	43	6	49	6995758	1006	6996764	0.379
Abstained *	16	-	16	23393941	0	23393941	--
Invalid	-	-	-	0	0	0	--
Total #	434	50	484	1871221709	12074	1871233783	--

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

3 members voted 12 votes as Assent and 23 votes as Dissent.

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated May 29, 2015 has been passed with requisite majority.

Item No. 3:-

Ordinary Resolution to appoint Auditors and to fix their remuneration.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	392	44	436	1842924627	11068	1842935695	99.735
Dissent	30	6	36	4903863	1006	4904869	0.262
Abstained *	15	-	15	23393220	0	23393220	--
Invalid	-	-	-	0	0	0	--
Total #	434	50	484	1871221710	12074	1871233784	--

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*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

3 members voted 54 votes as Assent and 6 votes as Dissent.

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated May 29, 2015 has been passed with requisite majority.

Item No. 4:-

Special Resolution to consider and approve the Private Placement of Non-Convertible Debentures.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	352	43	395	1832664929	9714	1832674643	99.254
Dissent	70	7	77	13765529	2360	13767889	0.746
Abstained *	16	-	16	24791252	0	24791252	--
Invalid	-	-	-	0	0	0	--
Total #	434	50	484	1871221710	12074	1871233784	--

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

4 members voted 208092 votes as Assent and 281326 votes as Dissent.

Based on the aforesaid results, Special Resolution No. 4 of the Notice dated May 29, 2015 has been passed with requisite majority.

Item No. 5:-

Ordinary Resolution to consider the payment of remuneration to Cost Auditors for the financial year ending March 31, 2016.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	403	44	447	1847825786	11068	1847836854	100.000
Dissent	19	6	25	2776	1006	3782	0.000
Abstained *	15	-	15	23393149	0	23393149	--
Invalid	-	-	-	0	0	0	--
Total #	434	50	484	1871221711	12074	1871233785	--

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

3 members voted 55 votes as Assent and 15 votes as Dissent.

Based on the aforesaid results, Ordinary Resolution No. 5 of the Notice dated May 29, 2015 has been passed with requisite majority.



6. A Compact Disc containing Electronic data and other relevant records relating to remote e- voting and Poll has been kept in my safe custody and shall be retained until the minutes of the Annual General Meeting are approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,



Anil Lohia

Practicing Chartered Accountant

Membership No.31626

Partner

Dayal & Lohia

Chartered Accountants

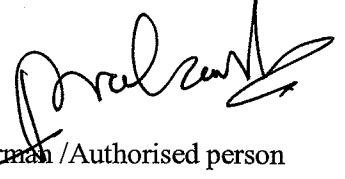
(Firms registration No.102200W)

Place : Mumbai.

Dated : 1st October, 2015

Countersigned by:

For Reliance Communications Limited



Chairman / Authorised person