

dayal and lohia
chartered accountants

Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the 12th Annual General Meeting of Reliance Communications Limited (the "Company") held on 27th September, 2016 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

Shri Anil D. Ambani
Chairman
Reliance Communications Limited
H Block, 1st Floor,
Dhirubhai Ambani Knowledge City,
Navi Mumbai 400 710

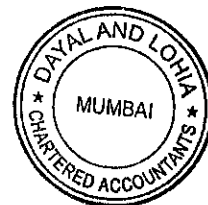
Dear Sir,

1. The Board of Directors of the Company appointed me, Anil Lohia, Chartered Accountant in practice, Partner of M/s. Dayal and Lohia, Chartered Accountants, as a scrutinizer for the purpose of scrutinizing the :

- (i) 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations); and
- (ii) poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the Rules;

on each of the business contained in the Notice dated 30th May, 2016 (the Notice) of the 12th Annual General Meeting of the Members of Reliance Communications Limited (the "Company") held on 27th September, 2016 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020 (AGM).

2. The management of the Company is responsible for ensuring compliance with the requirements of the Act, Rules and SEBI LODR Regulations relating to voting through remote e-voting means and through Poll on the business contained in the Notice of the 12th AGM of the Members of the Company.
3. The Company has appointed M/s. Karvy Computershare Private Limited ("Karvy"), the agency authorised under Rule 20 of the Rules and SEBI LODR Regulations, to provide remote e-voting facility to the Members of the Company from 10:00 A.M. on 24th September, 2016 to 5:00 P.M. on 26th September, 2016.



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4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the AGM), was restricted to scrutinize the remote e-voting process and poll at the AGM in a fair and transparent manner and to prepare 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 remote e-voting system provided by Karvy and based on the result of 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 business contained in the Notice to 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, 2016 and the reports of the Board of Directors and Auditors thereon, and
b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Auditors thereon.

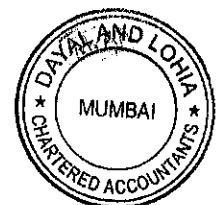
	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	396	1489	1885	1896303537	32826094	1929129631	99.9998
Against	13	2	15	4244	30	4274	0.0002
Total	409	1491	1900	1896307781	32826124	1929133905	100.0000
Invalid / Abstained	13	0	13	24553471	0	24553471	--

Based on the aforesaid results, Ordinary Resolution No.1 of the Notice dated May 30, 2016 has been passed by the Members through poll at the AGM and through remote e-voting 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			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	364	1489	1853	1882872570	32826094	1915698664	99.1972
Against	50	2	52	15503822	30	15503852	0.8028
Total *	411	1491	1902	1898376392	32826124	1931202516	100.0000
Invalid / Abstained	11	0	11	23393446	0	23393446	--



* 3 shareholders with 170 shares voted "in favour" and 170 shares "against" the resolution.

Based on the aforesaid results, Ordinary Resolution No.2 of the Notice dated May 30, 2016 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 3:-

Ordinary Resolution to appoint Auditors and to fix their remuneration.

- a) M/s. B S R & Co. LLP, Chartered Accountants; and
- b) M/s. Pathak H.D. & Associates, Chartered Accountants.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	380	1489	1869	1898367349	32826094	1931193443	99.9995
Against	32	2	34	9046	30	9076	0.0005
Total *	411	1491	1902	1898376395	32826124	1931202519	100.0000
Invalid / Abstained	11	0	11	23393446	0	23393446	--

* 1 shareholder with 50 shares voted "in favour" and 13 shares "against" the resolution.

Based on the aforesaid results, Ordinary Resolution No.3 of the Notice dated May 30, 20126 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 4:-

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

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	343	1489	1832	1886410072	32826094	1919236166	99.3804
Against	70	2	72	11966326	30	11966356	0.6196
Total *	411	1491	1902	1898376398	32826124	1931202522	100.0000
Invalid / Abstained	11	0	11	23393446	0	23393446	--

* 2 shareholders with 140 shares voted "in favour" and 23 shares "against" the resolution.

Based on the aforesaid results, Special Resolution No.4 of the Notice dated May 30, 2016 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



Item No. 5:-

Ordinary Resolution to consider and approve payment of remuneration to Cost Auditors for the financial year ending March 31, 2017.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	381	1489	1870	1898369563	32826094	1931195657	99.9996
Against	31	2	33	6829	30	6859	0.0004
Total *	411	1491	1902	1898376392	32826124	1931202516	100.0000
Invalid / Abstained	11	0	11	23393446	0	23393446	--

* 1 shareholder with 40 shares voted "in favour" and 23 shares "against" the resolution.

Based on the aforesaid results, Ordinary Resolution No.5 of the Notice dated May 30, 2016 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 6:-

Ordinary Resolution to consider and approve Re-appointment of a manager.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	355	1489	1844	1885939026	32826094	1918765120	99.3560
Against	55	2	57	12437105	30	12437135	0.6440
Total *	408	1491	1899	1898376131	32826124	1931202255	100.0000
Invalid / Abstained	14	0	14	23393707	0	23393707	--

* 2 shareholders with 100 shares voted "in favour" and 63 shares "against" the resolution.

Based on the aforesaid results, Ordinary Resolution No.6 of the Notice dated May 30, 2016 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

6. In terms of the Notice for the AGM dated May 30, 2016, the Members who had already voted through remote e-voting were not entitled to vote at the AGM. As such, votes, if any, cast by the Members through poll at the meeting who had already voted at remote e-voting were treated as invalid.



7. A Compact Disc (CD) 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 AGM is 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 and Lohia
Chartered Accountants
(Firm registration No.102200W)

Place : Mumbai.

Dated : 27th September, 2016.

Countersigned by:
For **Reliance Communications Limited**



Chairman / Authorised Person