

dayal and lohia
chartered accountants

Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the 13th Annual General Meeting of Reliance Communications Limited (the "Company") held on September 26, 2017 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 (Rules) as amended 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 August 12, 2017 (the Notice) of the 13th Annual General Meeting of the Members of Reliance Communications Limited (the "Company") held on September 26, 2017 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020 (AGM).

2. The management of the Company is responsible for ensuring compliances with the requirements of the Act, the 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 13th 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 September 22, 2017 to 5:00 P.M. on September 25, 2017.
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 votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports

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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 :

- the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon, and
- the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report 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	460	1,220	1,680	1,80,92,97,198	1,20,872	1,80,94,18,070	99.9993
Against	23	0	23	13,326	0	13,326	0.0007
Total *	481	1,220	1,701	1,80,93,10,524	1,20,872	1,80,94,31,396	100.0000
Invalid / Abstained	14	0	14	3,45,01,293	0	3,45,01,293	---

* 2 shareholders with 85 shares voted "in favour" of, and 40 shares "against", the resolution.

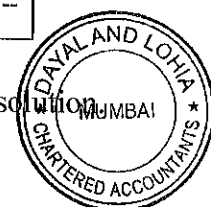
Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated August 12, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

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	426	1,220	1,646	1,79,48,75,236	1,20,872	1,79,49,96,108	98.8917
Against	53	0	53	2,01,17,508	0	2,01,17,508	1.1083
Total *	478	1,220	1,698	1,81,49,92,744	1,20,872	1,81,51,13,616	100.0000
Invalid / Abstained	17	0	17	2,97,27,665	0	2,97,27,665	---

* 1 shareholder with 15 shares voted "in favour" of, and 5 shares "against", the resolution.



Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated August 12, 2017 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 ratify the appointment of auditors, 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	433	1,220	1,653	1,79,78,38,576	1,20,872	1,79,79,59,448	99.0549
Against	47	0	47	1,71,54,323	0	1,71,54,323	0.9451
Total *	478	1,220	1,698	1,81,49,92,899	1,20,872	1,81,51,13,771	100.0000
Invalid / Abstained	17	0	17	2,97,27,799	0	2,97,27,799	---

* 2 shareholders with 1,050 shares voted “in favour” of, and 163 shares “against”, the resolution.

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated August 12, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

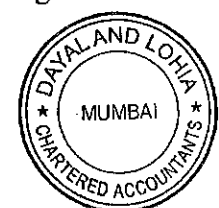
Item No. 4:-

Special Resolution to consider and approve Private Placement of Non-Convertible Debentures and / or other Debt Securities.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	395	1,220	1,615	1,62,83,35,980	1,20,872	1,62,84,56,852	98.7084
Against	56	0	56	2,13,08,061	0	2,13,08,061	1.2916
Total *	447	1,220	1,667	1,64,96,44,041	1,20,872	1,64,97,64,913	100.0000
Invalid / Abstained	48	0	48	19,50,76,657	0	19,50,76,657	---

* 4 shareholders with 84,469 shares voted “in favour” of, and 56,567 shares “against”, the resolution.

Based on the aforesaid results, Special Resolution No. 4 of the Notice dated August 12, 2017 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, 2018.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	457	1,220	1,677	1,81,49,76,466	1,20,872	1,81,50,97,338	99.9991
Against	25	0	25	16,509	0	16,509	0.0009
Total *	479	1,220	1,699	1,81,49,92,975	1,20,872	1,81,51,13,847	100.0000
Invalid / Abstained	16	0	16	2,97,27,723	0	2,97,27,723	---

* 3 shareholders with 88 shares voted “in favour” of, and 20 shares “against”, the resolution.

Based on the aforesaid results, Ordinary Resolution No. 5 of the Notice dated August 12, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

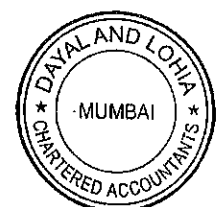
Item No. 6:-

Ordinary Resolution for Increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	450	1,220	1,670	1,81,49,75,325	1,20,872	1,81,50,96,197	99.9990
Against	29	0	29	17,375	0	17,375	0.0010
Total *	476	1,220	1,696	1,81,49,92,700	1,20,872	1,81,51,13,572	100.0000
Invalid / Abstained	19	0	19	2,97,27,998	0	2,97,27,998	---

* 3 shareholders with 135 shares voted “in favour” of, and 58 shares “against”, the resolution.

Based on the aforesaid results, Ordinary Resolution No. 6 of the Notice dated August 12, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



Item No. 7:-

Special Resolution for adoption of new Articles of Association of the Company.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	437	1,220	1,657	1,76,53,74,403	1,20,872	1,76,54,95,275	97.5584
Against	39	0	39	4,41,85,152	0	4,41,85,152	2.4416
Total *	474	1,220	1,694	1,80,95,59,555	1,20,872	1,80,96,80,427	100.0000
Invalid / Abstained	21	0	21	3,51,61,143	0	3,51,61,143	---

* 2 shareholders with 80 shares voted “in favour” of, and 45 shares “against”, the resolution.

Based on the aforesaid results, Special Resolution No. 7 of the Notice dated August 12, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 8:-

Special Resolution to approve issue and allotment of equity shares to the lenders of the Company by way of conversion of loans in terms of Strategic Debt Restructuring Scheme.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	449	1,220	1,669	1,81,49,74,873	1,20,872	1,81,50,95,745	99.9990
Against	28	0	28	17,788	0	17,788	0.0010
Total *	476	1,220	1,696	1,81,49,92,661	1,20,872	1,81,51,13,533	100.0000
Invalid / Abstained	19	0	19	2,97,28,037	0	2,97,28,037	---

* 1 shareholder with 70 shares voted “in favour” of, and 35 shares “against”, the resolution.

Based on the aforesaid results, Special Resolution No. 8 of the Notice dated August 12, 2017 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 August 12, 2017, the Members who have already voted through remote e-voting were not entitled to vote at the AGM. As such, votes, if any, cast by the Members who had 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,

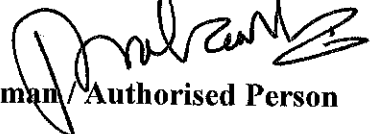


Anil Lohia
Practicing Chartered Accountant
Membership No.31626
Partner
Dayal and Lohia
Chartered Accountants
(Firm Registration No.102200W)

Place : Mumbai.

Dated : September 26, 2017.

Countersigned by:
For **Reliance Communications Limited**



Chairman/Authorised Person