

dayal and lohia
chartered accountants

Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the Court Convened Meeting of the Equity Shareholders of Reliance Communications Limited held on 8th March, 2016, at Reliance Energy Management Institute, Jogeshwari - Vikhroli Link Road, Opposite SEEPZ North Gate No. 3, Aarey Colony, Aarey Colony Road, Mumbai 400 065.

8th March 2016

To,
Shri R. N. Bhardwaj,
Chairman of the
Court Convened Meeting of Equity Shareholders of
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, a 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
 - (ii) poll conducted at Court Convened Meeting under the provisions of Section 109 of the Act read with Rule 21 of the Rules;

on the below mentioned resolution contained in the Notice dated 5th February, 2016 (the Notice) of the Court Convened Meeting of the Equity Shareholders of the Company (the Meeting), held on 8th March, 2016, at Reliance Energy Management Institute, Jogeshwari - Vikhroli Link Road, Opposite SEEPZ, North Gate No. 3, Aarey Colony, Aarey Colony Road, Mumbai – 400065, for business to be transacted in the matter of Scheme of Arrangement between Sistema Shyam TeleServices Limited (“SSTL” or “Transferor Company”) and Reliance Communications Limited (“RCOM” or “Transferee Company”) and their respective shareholders and creditors.

2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules relating to voting through remote e-voting means and through Poll on the resolution contained in the Notice of the Meeting.
3. The Company has appointed M/s. Karvy Computershare Private Limited (“Karvy”), the agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014, to provide e-voting facilities to the Equity Shareholders of the Company from 09:00 A.M. on 5th March, 2016 to 5:00 P.M. on 7th March, 2016.

4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the Meeting), was restricted to scrutinize the remote e-voting process and poll at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolution 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 Meeting.
5. Separate Scrutinizer's Reports of even date have been issued on the remote e-voting and on the poll taken at the Meeting on the resolution contained in the Notice of the Meeting. I submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and Poll taken at the Meeting as under :-

Resolution to be passed with requisite majority of the Shareholders:

To consider and, if thought fit, approve with or without modification(s), Resolution under Sections 391 to 394 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) for approval of the proposed Scheme of Arrangement of Sistema Shyam TeleServices Limited ("Transferor Company") with Reliance Communications Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme").

	Number of Equity Shareholders				No. of votes contained in			
	Remote e-voting	Poll at the Meeting	Total	%	Remote e-voting	Poll at the Meeting	Total	%
In favour	328	1,608	1,936	99.4861	54,66,05,163	145,21,09,907	199,87,15,070	99.9999
Against	8	2	10	0.5139	1,241	30	1,271	0.0001
Total #	336	1,610	1,946	100.0000	54,66,06,404	145,21,09,937	199,87,16,341	100.0000
Invalid / Abstained	15	2	17	-	2,34,01,641	1,721	2,34,03,362	-

3 Equity shareholders who voted partly 'for' and partly 'against'.

Based on the aforesaid results, Resolution of the Notice dated 5th February, 2016 has been passed by the Equity Shareholders through poll at the meeting and through e-Voting with requisite majority.

6. In terms of the Notice for Court Convened Meeting dated 5th day of February 2016, the shareholders who have already voted through E-voting were not entitled to vote at the Court Convened Meeting. As such, votes, if any, cast by the Shareholders who had voted at E-voting were treated as invalid.
7. 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 Court Convened Meeting is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

8. A Compact Disc (CD) containing details of Equity Shareholders who voted at the meeting through poll and through e-voting, "For" or "Against" and "Invalid" / "Abstained" votes for the Scheme is specified in Annexure I is enclosed to this report.

Thanking You,

Yours faithfully,



Anil Lohia

Practicing Chartered Accountant

Membership No.31626

Partner

Dayal & Lohia

Chartered Accountants

(Firm registration No.102200W)

Place : Mumbai.

Dated : 8th March, 2016.