

dayal and lohia
chartered accountants

Consolidated Scrutinizer's Report
[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of the Thirty-fifth Annual General Meeting of the Equity Shareholders of **Reliance Industrial Infrastructure Limited** held on Monday, June 19, 2023 at 2:00 p.m. IST through Video Conferencing.

Dear Sir,

1. I, Anil Lohia, Chartered Accountant in practice, and Partner, Dayal and Lohia, Chartered Accountants, have been appointed as Scrutinizer by the Board of Directors of Reliance Industrial Infrastructure Limited ("**the Company**") for the purpose of Scrutinizing the process of voting through electronic means ("**e-voting**") on the resolutions contained in the notice dated May 22, 2023 ("**Notice**") issued in accordance with General Circular No. 14/2020, 17/2020, 20/2020, 2/2021, 19/2021, 21/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 respectively issued by the Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**"), calling the Thirty-fifth Annual General Meeting of its Equity Shareholders ("**the Meeting**"/"**AGM**") through Video Conferencing. The AGM was convened on Monday, June 19, 2023 at 2:00 p.m. IST through Video Conferencing. The deemed venue for the Meeting was the Registered Office of the Company.
2. In compliance with the MCA Circulars and SEBI Circular dated May 13, 2022, the Annual Report of the Company for the financial year 2022-23 including the Notice was sent through electronic mode to equity shareholders whose email address is registered with the Company / Share Transfer Agent of the Company, KFin Technologies Limited ("**KFinTech**") / National Securities Depository Limited ("**NSDL**") / Central Depository Services Limited ("**CDSL**") / Depository Participant(s);

Annual Report of the Company for the financial year 2022-23 including the Notice was also placed on the website of the Company at: <https://www.riil.in> and on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively; and on the website of KFinTech at <https://evoting.kfintech.com>, the Share Transfer Agent of the Company, being the agency appointed by the Company to provide to its equity shareholders facility to exercise their right to vote on the resolutions contained in the Notice calling the Meeting using an electronic voting system (i) remotely, before the Meeting on the dates referred to in the Notice ("**remote e-voting**"); and (ii) at the Meeting ("**Insta Poll**");

In compliance with the relevant MCA Circular(s), a newspaper Advertisement was published on May 27, 2023 in 'Financial Express' (English language newspaper), and in 'Navshakti' (Marathi language newspaper), respectively specifying the day, date and time of the AGM. Annual Report of the Company for the financial year 2022-23 including the Notice was also made available on the website of the Company, the Stock Exchanges and KFinTech.

3. The said appointment as Scrutinizer is 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 ("the Rules"). As the Scrutinizer, I have to scrutinize:
 - (i) process of remote e-voting; and
 - (ii) process of InstaPoll

Management's Responsibility

4. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

5. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and Insta Poll) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by KFinTech the Share Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and / or KFinTech for my verification.
6. The votes cast were verified / reconciled with the records maintained by the Company / KFinTech and the authorisations lodged with the Company / KFinTech.

Cut-off date

7. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Monday, June 12, 2023 were entitled to vote on the resolutions (item nos. 1 to 5 as set out in the Notice calling the AGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.


8. Insta Poll process at the AGM

- i. After the time fixed for closure of the e-voting by the Chairman, the electronic system recording the e-voting (“**e-votes**”) was locked by KFinTech under my instructions.
- ii. The e-votes cast at the meeting were unblocked on Monday, June 19, 2023 after the conclusion of the AGM.

9. Remote e-voting process

- i. The remote e-voting period remained open from Thursday, June 15, 2023 (9:00 a.m. IST) to Sunday, June 18, 2023 (5:00 p.m. IST).
- ii. The votes cast during the remote e-voting were unblocked on Monday, June 19, 2023 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Niyati Maru and Mr. Neel Khandelwal, who are not in the employment of the Company and / or KFinTech. They have signed below in confirmation of the same.

MARU
NIYATI
NISHIT



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MARU NIYATI NISHIT
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Ms. Niyati Maru

NEEL SUNIL
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Mr. Neel Khandelwal

- iii. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted “in favour” or “against” on each of the resolutions that was put to vote, were generated from the e-voting website of KFinTech i.e., <https://evoting.kfintech.com>. Based on the report generated by KFinTech and relied upon by me, data regarding the remote e-voting was scrutinized.

10. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and Insta Poll, based on the reports generated by KFinTech and relied upon by me as under:-

Item No. of the Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes (due to lack of proper authorisation) Nos.
	No. of valid votes	As a % of total number of valid votes (in Favour and Against) (iii= ii/(ii+iv)* 100)	No. of valid votes	As a % of total number of valid votes (in Favour and Against) (v= iv/(ii+iv)* 100)	
(i)	(ii)	(iii)	(iv)	(v)	(vi)
Item No. 1(a) - Consider and adopt audited financial statement of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon (As an Ordinary Resolution)	69,57,050	100.0000	-	0.0000	10,871
Item No. 1(b) - Consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the Report of Auditors thereon (As an Ordinary Resolution)	69,57,050	100.0000	-	0.0000	10,871
Item No. 2 - Declaration of dividend on equity shares (As an Ordinary Resolution)	69,57,050	100.0000	-	0.0000	10,871

Item No. of the Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes (due to lack of proper authorisation) Nos.
	No. of valid votes	As a % of total number of valid votes (in Favour and Against) (iii= ii/ (ii+iv)* 100)	No. of valid votes	As a % of total number of valid votes (in Favour and Against) (v= iv/ (ii+iv)* 100)	
(i)	(ii)	(iii)	(iv)	(v)	(vi)
Item No. 3 - Appointment of Shri Mahesh K. Kamdar (DIN: 00013915), a Director retiring by rotation (As an Ordinary Resolution)	68,91,881	99.0633	65,169	0.9367	10,871
Item No. 4 - Appointment of Shri A. Siddharth (DIN: 00016278), as an Independent Director (As a Special Resolution)	68,91,881	99.0633	65,169	0.9367	10,871
Item No. 5 - Appointment of Smt. Riddhi Bhimani (DIN: 10072936), as an Independent Director (As a Special Resolution)	69,57,050	100.0000	-	0.0000	10,871

Based on the aforesaid results, I report that all resolutions as set out in items nos. 1 to 5 of the Notice have been **passed with requisite majority**.

11. The electronic data and all other relevant records relating to remote e-voting and Insta Poll will be handed over to Shri. Amitkumar Mundhe, Company Secretary and Compliance Officer, for safekeeping as provided in the Act read with the relevant Rules.
12. a) This report is issued in accordance with the terms of the Engagement Letter.
- b) I have conducted my examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (“ICAI”) and Standards on Auditing specified under

Section 143(10) of the Act. The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by ICAI.

- c) I have complied with the relevant applicable requirements of the Standard on Quality Control (“SQC”) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

Restriction on Use

13. This report has been issued at the request of the Company for (i) submission to Stock Exchanges; (ii) placing on website of the Company; and (iii) website of KFinTech. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You,

Yours faithfully,

Anil Lohia

Practicing Chartered Accountant
Membership No.31626

ANIL
LOHIA

Digitally signed
by ANIL LOHIA
Date: 2023.06.21
16:54:29 +05'30'

Partner

Dayal and Lohia

Chartered Accountants

(Firm Registration No.102200W)

UDIN: 23031626BGRBHS5624

Place: Mumbai.

Dated: June 21, 2023.

Countersigned by:

For Reliance Industrial Infrastructure Limited

AMITKUMAR
PRABHAKAR
MUNDHE

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AMITKUMAR PRABHAKAR
MUNDHE
Date: 2023.06.21 17:37:53
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Amitkumar Mundhe
Company Secretary and
Compliance Officer