

**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-seventh Annual General Meeting of the Equity Shareholders of **Reliance Industrial Infrastructure Limited** held on Thursday, June 26, 2025 at 4:00 p.m. IST through Video Conferencing ("VC").

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 ("**Company**") for the purpose of Scrutinizing the process of voting through electronic means ("**e-voting**") in a fair and transparent manner on the resolutions contained in the notice dated May 29, 2025 ("**Notice**") issued in accordance with General Circular Nos. 14/2020, 17/2020, 20/2020, 2/2021, 19/2021, 21/2021, 2/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024, respectively, issued by the Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**"), calling the Thirty-seventh Annual General Meeting of the Equity Shareholders of the Company ("**Meeting**"/"**AGM**") through VC. The AGM was held on Thursday, June 26, 2025 at 4:00 p.m. (IST) through VC. The deemed venue for the Meeting was the Registered Office of the Company.
2. In compliance with the MCA Circulars the Annual Report of the Company for the financial year 2024-25 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). Further, pursuant to Regulation 36(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), a letter providing the web-link of the Annual Report, was sent to those Members(s) who have not registered their e-mail address;

Annual Report of the Company for the financial year 2024-25 including the Notice and a letter under Regulation 36(1)(b) of the Listing Regulations were 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](http://www.bseindia.com) and [www.nseindia.com](http://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 Members facility to exercise their right to vote on the resolutions contained in the Notice 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 MCA Circulars, a newspaper Advertisement was published on May 31, 2025 in 'Financial Express' (English language newspaper), and in 'Navshakti'

(Marathi language newspaper), respectively specifying the day, date and time of the AGM.

3. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("**Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**Rules**"). As a Scrutinizer, I have to scrutinize:

(i) process of remote e-voting; and

(ii) process of Insta Poll

#### **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 Listing Regulations relating to e-voting on the resolutions contained in the Notice. 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 a 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, being an Agency authorized under the Act and the Rules made thereunder, 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.

#### **Cut-off date**

6. Subject to the provisions of Articles of Association of the Company, the Members of the Company as on the "Cut-off Date", as set out in the Notice, i.e., Thursday, June 19, 2025 were entitled to vote on the resolutions (item nos. 1 to 7 as set out in the Notice) 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.

#### **7. Insta Poll**

- i. The facility for voting electronically was also made available at the Meeting (Insta Poll) to those Members who had not cast their votes through remote e-voting.
- ii. After the time fixed for closure of the e-voting at the Meeting by the Chairman, the electronic system recording the e-voting ("**e-votes**") was locked by KFinTech under my instructions.
- iii. The e-votes cast at the Meeting were unblocked on Thursday, June 26, 2025 after the conclusion of the AGM.
- iv. The e-votes were reconciled with the records maintained by the Company / KFinTech and the authorisations lodged with the Company / KFinTech.

## 8. Remote e-voting process

- i. The remote e-voting period remained open from Saturday, June 21, 2025 (9:00 a.m. IST) to Wednesday, June 25, 2025 (5:00 p.m. IST).
- ii. The votes cast during the remote e-voting were unblocked on Thursday, June 26, 2025 after the conclusion of the AGM and was witnessed by two witnesses, Shri Sunil Khandelwal and Shri Neel Khandelwal, who are not in the employment of the Company and / or KFinTech. They have signed below in confirmation of the same.

SUNIL  
LAKHMICHAND  
KHANDELWAL

Digitally signed by SUNIL LAKHMICHAND KHANDELWAL  
DN: c=IN, o=PERSONAL, title=8001,  
pseudoym=61a30b25a874b38ea7a95111007  
8a2,  
2.5.4.20=5371867ce11701d7a0b188e193bc5d  
9725320c0b8c4a665a402b795466a,  
postalCode=400078, st=Maharashtra,  
serialNumber=5daa654335fc809bac0c5d78  
6c736db94479958a4f4c0bdc79c0ba8,  
cn=SUNIL LAKHMICHAND KHANDELWAL  
Date: 2025.06.26 20:06:03 +05'30'

Shri Sunil Khandelwal

NEEL SUNIL  
KHANDEL  
WAL

Digitally signed by NEEL SUNIL KHANDELWAL  
DN: c=IN, st=Maharashtra,  
2.5.4.20=83995ca9b85625d9e1769973fe8228205  
8d883992981207e4621f605c,  
postalCode=400078, street=102 Chyeda Heights L  
8 S Marg Near Corporate Bhandup West,  
pseudoym=30a17a05c4f84801a5a48b07a,  
serialNumber=43613a2f708020a6c084ae31baf  
6c722a58f999217a6dc0a4e45, cn=Personal,  
cn=NEEL SUNIL KHANDELWAL  
Date: 2025.06.26 20:06:53 +05'30'

Shri Neel Khandelwal

- iii. Thereafter, the details containing, inter alia, the list of Members 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.
9. 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, 2025 and the Reports of the Board of Directors and Auditors thereon (As an Ordinary Resolution)	69,44,455	99.9754	1,711	0.0246	1,136

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(b) - Consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the Report of Auditors thereon (As an Ordinary Resolution)	69,44,455	99.9754	1,711	0.0246	1,136
Item No. 2 - Declaration of dividend on equity shares (As an Ordinary Resolution)	69,44,455	99.9754	1,711	0.0246	1,136
Item No. 3 - Appointment of Shri Mahesh K. Kamdar (DIN: 00013915), a Director retiring by rotation (As an Ordinary Resolution)	69,44,445	99.9752	1,721	0.0248	1,136
Item No. 4 - Continuation of Shri Mahesh K. Kamdar (DIN: 00013915) as a non-executive director, liable to retire by rotation, notwithstanding his attaining the age of seventy-five years (As a Special Resolution)	69,44,345	99.9738	1,821	0.0262	1,136

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) <b>(iii)</b>	No. of valid votes	As a % of total number of valid votes (in Favour and Against) (v= iv/ (ii+iv)* 100) <b>(v)</b>	
<b>(i)</b>	<b>(ii)</b>		<b>(iv)</b>		<b>(vi)</b>
Item No. 5 - Appointment of Shri Vipin Chandra Sati (DIN: 10968198), as a Director (As an Ordinary Resolution)	69,44,405	99.9746	1,761	0.0254	1,136
Item No. 6 – Appointment of Shri Vipin Chandra Sati (DIN: 10968198) as Whole-time Director and approve remuneration payable to him (As a Special Resolution)	69,44,405	99.9746	1,761	0.0254	1,136
Item No. 7 - Appointment of Secretarial Auditor (As an Ordinary Resolution)	69,44,415	99.9748	1,751	0.0252	1,136

Based on the aforesaid results, I report that all resolutions as set out in items nos. 1 to 7 of the Notice have been **passed with requisite majority**.

10. 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 of the Company, for safekeeping as provided in the Act read with the relevant Rules.
11. 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.

