

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

To

The Chairman of Forty-first Annual General Meeting (Post-IPO) of the Equity Shareholders of **Reliance Industries Limited** held on Thursday, 5 July 2018 at 11:00 a.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Near Bombay Hospital & Medical Research Centre, New Marine Lines, Mumbai – 400 020.

Dear Sir,


1. I, Mehul Modi, Chartered Accountant in practice and Partner, Deloitte Haskins & Sells LLP, Chartered Accountants, have been appointed as Scrutinizer by the Board of Directors of Reliance Industries 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 21 May 2018 ("**Notice**") calling Forty-first Annual General Meeting (Post-IPO) of its Equity Shareholders ("**the Meeting**" / "**AGM**"). The AGM was convened on Thursday, 5 July 2018 at 11:00 a.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Near Bombay Hospital & Medical Research Centre, New Marine Lines, Mumbai – 400 020. The said appointment as scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("**the 2013 Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As a scrutinizer, I've to scrutinize:
 - (i) process of e-voting from a place other than the venue of the Meeting ("**remote e-voting**"); and
 - (ii) process of voting through electronic voting system at the Meeting ("**Insta Poll**").

Management's Responsibility

2. The management of the Company is responsible to ensure compliance with the requirements of (i) the 2013 Act and the rules made thereunder and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("**LODR**") relating to e-voting on the resolutions contained in the Notice calling the AGM.

Scrutinizer's Responsibility

3. My responsibility as Scrutinizer for e-voting process is restricted to making 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 e-voting system provided by Karvy Computershare Private Limited ("**Karvy**"), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities and attendant papers / documents produced to me for my verification.



Cut-off date

4. The Equity Shareholders of the Company as on the "cut-off" date, i.e., Thursday, 28 June 2018 were entitled to vote on the resolutions (item nos. 1 to 8 as set out in the Notice calling the AGM).

Remote e-voting process:-

- 5.
- i. The remote e-voting period remained open from Saturday, 30 June 2018 (9:00 a.m.) (IST) to Wednesday, 4 July 2018 (5:00 p.m.) (IST).
 - ii. The votes cast were unblocked on Thursday, 5 July 2018, after the conclusion of Insta Poll, in the presence of 2 witnesses, Mr. Sanjeev Shah and Mr. Abdullah Fakh, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Sanjeev Shah



Name: Abdullah Fakh

- iii. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders, who voted "for" or "against" each of the resolutions that was put to vote, were generated from the e-voting website of Karvy, i.e., <https://evoting.karvy.com/>

Voting through electronic voting system (Insta Poll) at the AGM

- 6.
- i. The Company had provided tab-based e-voting facility at the AGM to enable those members to cast their votes who had not cast votes in remote e-voting.
 - ii. After the Chairman announced commencement of voting, Karvy provided tab-based e-voting facility.
7. The electronic voting system was diligently scrutinized. The e-votes were reconciled with the records maintained by the Company / Karvy and the authorizations / proxies lodged with the Company / Karvy.
8. I submit herewith my Consolidated Scrutinizer's Report on the results of e-voting based on the reports generated by Karvy and relied upon by me as under:-



Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the resolution		Invalid votes Nos. (vi)
	Nos. (ii)	% of total number of valid votes cast (Favour and Against) (iii=ii/(ii+iv)*100)	Nos. (iv)	% of total number of valid votes cast (Favour and Against) (v =iv/(ii+iv)*100)	
Item No. 1 (a) – Consider and adopt audited financial statement of the Company for the financial year ended 31 March 2018 and the Reports of the Board of Directors and Auditors thereon (As an Ordinary Resolution)	5061374125	100.0000	539	0.0000	11537331
Item No. 1(b) – Consider and adopt the audited consolidated financial statement of the Company for the financial year ended 31 March 2018 and the report of the Auditors thereon (As an Ordinary Resolution)	5061374007	100.0000	682	0.0000	11537331

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Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the resolution		Invalid votes Nos. (vi)
	Nos. (ii)	% of total number of valid votes cast (Favour and Against) (iii=ii/(ii+iv)*100)	Nos. (iv)	% of total number of valid votes cast (Favour and Against) (v = iv/(ii+iv)*100)	
Item No. 2 – Declaration of dividend on equity shares for the financial year ended 31 March 2018 (As an Ordinary Resolution)	5105011982	99.9817	936461	0.0183	11537331
Item No. 3 – Appointment of Shri. P.M.S Prasad, a Director retiring by rotation (As an Ordinary Resolution)	5069711308	99.1415	43901042	0.8585	11537331
Item No. 4 – Appointment of Shri. Nikhil R. Meswani, a Director retiring by rotation (As an Ordinary Resolution)	5069778554	99.1476	43583778	0.8524	11537331
Item No. 5 – Re-appointment of Shri Mukesh D. Ambani as Managing Director (As an Ordinary Resolution)	5006495908	98.5178	75322925	1.4822	11537331



Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the resolution		Invalid votes Nos. (vi)
	Nos. (ii)	% of total number of valid votes cast (Favour and Against) (iii=ii/(ii+iv)*100)	Nos. (iv)	% of total number of valid votes cast (Favour and Against) (v =iv/(ii+iv)*100)	
Item No. 6 – Re-appointment of Shri Adil Zainulbhai as an Independent Director (As a Special Resolution)	5027360386	98.6753	67491369	1.3247	11537331
Item No. 7 – Ratify the remuneration of Cost Auditors for the financial year ending 31 March 2019. (As an Ordinary Resolution)	5110539741	99.9387	3135383	0.0613	11537331
Item No. 8 – Approval of offer or invitation to subscribe to Redeemable Non-Convertible Debentures on private placement (As a Special Resolution)	5112919650	99.9861	712778	0.0139	11537331

9. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

10. 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 Companies Act, 2013. The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by ICAI.

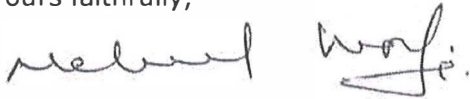
c) I have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Restriction on Use

11. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) to be placed on website of the Company and (iii) website of Karvy. 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,



Mehul Modi

Practising Chartered Accountant
Membership No. 048940

Partner

Deloitte Haskins & Sells LLP

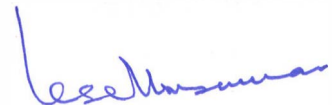
Chartered Accountants

(Firm's Registration No. 117366W / W - 100018)

Place: Mumbai

Date: 6 July 2018

Countersigned by:
For **Reliance Industries Limited**



K. Sethuraman
Group Company Secretary and
Chief Compliance Officer