

dayal and lohia
chartered accountants

SCRUTINIZER'S REPORT

To,
Shri Dileep Chinubhai Choksi

Chairperson appointed by the Hon'ble National Company Law Tribunal, Bench at Ahmedabad for the Meeting of the Debenture Holders holding Unsecured Non-Convertible Debentures issued by Reliance Jio Infocomm Limited held at Walchand Hirachand Hall, 4th Floor, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai - 400 020 on Thursday, 30th January, 2020 at 10:30a.m.

Dear Sir,

Sub: Scrutinizer's Report on the result of the meeting of the Debenture Holders holding Unsecured Non-Convertible Debentures issued by Reliance Jio Infocomm Limited held on Thursday, 30th January, 2020 at 10:30a.m.

I, Chandrahas Dayal, Chartered Accountant, Partner, M/s. Dayal and Lohia (Firm Registration Number 102200W), being the Scrutinizer appointed for the purpose of scrutinizing the Poll held at the meeting of the Debenture Holders holding Unsecured Non-Convertible Debentures issued by Reliance Jio Infocomm Limited convened pursuant to the Order dated 20th December, 2019 of the Ahmedabad Bench of the National Company Law Tribunal by Notice dated the 26th December, 2019 and held on Thursday, 30th January, 2020 at 10:30a.m. at Walchand Hirachand Hall, 4th Floor, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai - 400 020 (the "Meeting"), on the resolution seeking the approval of the Debenture Holders holding Unsecured Non-Convertible Debentures issued by Reliance Jio Infocomm Limited to the Scheme of Arrangement amongst Reliance Jio Infocomm Limited and certain classes of its creditors (the 'Scheme') and having scrutinized the voting conducted at the said Meeting do hereby report to you, as the Chairperson of the said Meeting, the result of such Poll as follows:

1. At the time fixed for voting by the Chairperson, the empty Ballot Box was shown to the attendees and the same was locked in my presence.
2. After closure of the Poll, the sealed and locked Ballot Box was opened by me in the presence of two witnesses, **Mr. Sunil Khandelwal** and **Mrs. Niyati Maru** who are not in the employment of the Company and the Poll Papers were duly scrutinized by me. The Poll Papers were identified with the records of the Company and Proxies/Authorizations lodged with the Company.
3. The Poll Papers which were in-complete and/or which were otherwise found defective have been treated as invalid.



4. The details of the vote(s) cast at the Meeting with respect to the following resolution are mentioned below:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications made therein for any reason whatsoever or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**"), the arrangement embodied in the Scheme of Arrangement amongst Reliance Jio Infocomm Limited and certain classes of its creditors ("**Scheme**"), be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

- (A) Voted in **favour** of the resolution:

Number of Debenture Holders holding Unsecured Non-Convertible Debentures issued by Reliance Jio Infocomm Limited present in person and/ or by proxy and voting	Number of votes cast by them	% of total number of valid votes cast
40	28,910,000,000	100.00



(B) Voted **against** the resolution:

Number of Debenture Holders holding Unsecured Non-Convertible Debentures issued by Reliance Jio Infocomm Limited present in person and / or by proxy and voting	Number of votes cast by them	% of total number of valid votes cast
-	-	0.00

(C) **Invalid** votes:

Number of Debenture Holders holding Unsecured Non-Convertible Debentures issued by Reliance Jio Infocomm Limited whose votes were declared invalid	Number of votes cast by them
2	1,850,000,000

(D) On the basis of the aforesaid, the result of the Poll is as under:

	Number of Debenture Holders holding Unsecured Non-Convertible Debentures issued by Reliance Jio Infocomm Limited present in person and / or by proxy and voting	Total Value of Votes in terms of amount outstanding (Rs.)	Number of Votes	% of Total Number of valid votes
Votes in favour of the Resolution	40	28,910,000,000	28,910,000,000	100.00
Votes against the Resolution	-	-	-	0.00
Total	40	28,910,000,000	28,910,000,000	100.00
Resolution passed Unanimously				



5. All the Poll Papers have been accounted duly for and all relevant records including the list of Debenture Holders holding Unsecured Non-Convertible Debentures issued by Reliance Jio Infocomm Limited, who voted "FOR", "AGAINST" the resolution and those whose votes were considered "INVALID", were handed over to the Company Secretary of the Company for safe keeping.

Thanking you

Yours faithfully,

For **M/s. Dayal and Lohia**
Chartered Accountants
(Firm Registration No. 102200W)



(**Chandrahas Dayal**)
Partner
Membership No. 10623



Countersigned by:



(**Dileep Chinubhai Choksi**)
Chairperson

Date: 3rd February, 2020
Place: Mumbai