

**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 Twenty-third Annual General Meeting of the Equity Shareholders of **Reliance Retail Limited** held on Friday, 30<sup>th</sup> September 2022 at 11.30 a.m. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

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 Retail 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 7<sup>th</sup> September 2022 (“**Notice**”) issued in accordance with General Circular No. 14/2020, 17/2020, 20/2020, 2/2021, 19/2021, 21/2021 and 2/2022 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 13<sup>th</sup> January, 2021, 8<sup>th</sup> December 2021, 14<sup>th</sup> December 2021 and 5<sup>th</sup> May 2022 respectively issued by the Ministry of Corporate Affairs (“**MCA**”), Government of India (hereinafter referred to as “**MCA Circulars**”), calling the Twenty-third Annual General Meeting of its Equity Shareholders (“**the Meeting**”/ “**AGM**”) through VC/ OAVM. The AGM was convened on Friday, 30<sup>th</sup> September, 2022 at 11:30 a.m. IST through VC/ OAVM. The deemed venue for the Meeting was the Registered Office of the Company.
2. The Annual Report 2021-22 was also placed on the website of the Company at: <https://www.relianceretail.com> and on the website of KFin Technologies Limited (KFinTech) at <https://evoting.kfintech.com>, the Registrar and 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 8<sup>th</sup> September 2022 in 'Financial Express' (English newspaper), in 'Navshakti' (Marathi language newspaper), respectively specifying the day, date and time of the AGM. The Annual Report was also made available on the website of the Company 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 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; and (ii) the MCA Circulars 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 Registrar and 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.

### Cut-off date

6. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Friday, 23<sup>rd</sup> September 2022 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.

### 7. 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 Friday, 30<sup>th</sup> September, 2022 after the conclusion of the AGM.
- iii. The e-votes were reconciled with the records maintained by the Company / KFinTech and the authorizations lodged with the Company/ KFinTech.

### 8. Remote e-voting process

- i. The remote e-voting period remained open from Sunday, 25<sup>th</sup> September, 2022 (9:00 a.m. IST) to Thursday, 29<sup>th</sup> September, 2022 (5:00 p.m. IST).
- ii. The votes cast during the remote e-voting were unblocked on Friday, 30<sup>th</sup> September 2022 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.

(Ms. Niyati Maru)

(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.
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, scrutinized and relied upon by me as under:-

Item No. of the Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes Nos.
	Number of valid votes	As a % of total number of valid votes (in Favour and Against) (iii= ii/(ii+iv) x 100)	Number of valid votes	As a % of total number of valid votes (in Favour and Against) (v= iv/(ii+iv) x 100)	
(i)	(ii)	(iii)	(iv)	(v)	(vi)
Item No. 1(a) - Consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon (As an Ordinary Resolution)	4,98,80,52,296	100.000000	0	0.000000	0
Item No. 1(b) - Consider and adopt Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2022 and the Report of Auditors thereon (As an Ordinary Resolution)	4,98,80,52,296	100.000000	0	0.000000	0
Item No. 2 – Appointment of Shri Sanjay Jog, a Director retiring by rotation (As an Ordinary Resolution)	4,98,80,52,296	100.000000	0	0.000000	0
Item No. 3 – Re-appointment of Auditors and fix their remuneration in this regard (As an Ordinary Resolution)	4,98,80,52,296	100.000000	0	0.000000	0

Item No. of the Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes Nos.
	Number of valid votes	As a % of total number of valid votes (in Favour and Against) (iii= ii/(ii+iv) x 100)	Number of valid votes	As a % of total number of valid votes (in Favour and Against) (v= iv/(ii+iv) x 100)	
(i)	(ii)	(iii)	(iv)	(v)	(vi)
Item No. 4 – Re-appointment of Prof. Dipak C. Jain, as an Independent Director (As a Special Resolution)	4,98,80,52,296	100.000000	0	0.000000	0
Item No. 5 – Approval of borrowings under section 180(1)(c) of the Companies Act, 2013 (As a Special Resolution)	4,98,80,52,196	99.999998	100	0.000002	0

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.

10. The electronic data and all other relevant records relating to remote e-voting and Insta Poll will be handed over to Shri K. Sridhar, Company Secretary for safe keeping 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.
  - 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

12. This report has been issued at the request of the Company for (i) placing on website of the Company; and (ii) 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

Partner

**Dayal and Lohia**

Chartered Accountants

(Firm registration No.102200W)

Place : Mumbai.

Dated : 30<sup>th</sup> September, 2022

UDIN : 22031626AXSPD7833

Countersigned by:  
**For Reliance Retail Limited**

K. Sridhar  
Company Secretary