

dayal and lohia
chartered accountants

Consolidated Scrutinizer's Report on the results of the E-voting process and Poll conducted at the 29th Annual General Meeting of Reliance Capital Limited (the Company) held on 30th September, 2015 at Birla Matushri Sabhagar, 19 New Marine Lines, Mumbai 400 020.

To,
Shri Anil D. Ambani,
Chairman
Reliance Capital Limited
Mumbai.

Dear Sir,

1. The Board of Directors of the Company has appointed me, Anil Lohia, a Chartered Accountant in practice, as a scrutinizer for the purpose of :
 - (i) Scrutinizing the e-voting process (remote e-voting) 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 (Rules), and
 - (ii) Poll taken under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the Notice (the Notice) of the 29th Annual General Meeting (AGM) of the Members of the Company, held on 30th September, 2015 at Birla Matushri Sabhagar, 19 New Marine Lines, Mumbai 400 020.
2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules relating to voting through electronic means and through Poll on the resolutions contained in the Notice of the 29th Annual General Meeting of the Members of the Company.
3. The Company has appointed Karvy Computershare Private Limited ("Karvy"), the agency authorised under Rule 20 of Companies (Management and Administration) Rules, 2014, to provide e-voting facilities to the Members from 10:00 A.M. on 27th September, 2015 to 5:00 P.M. on 29th September, 2015.
4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the AGM), was 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 and based on the Poll taken at the AGM.
5. Separate Scrutinizer's Reports of even date have been issued on the remote e-voting and on the poll taken at the AGM on the resolutions contained in the Notice to the AGM. I submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and Poll taken at the AGM as under :-

Item No. 1:-

Ordinary Resolution to consider and adopt :

- a) the audited financial statement of the Company for the financial year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon,
- b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015 and the reports of the Auditors thereon.



	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	294	29	323	168307899	2429	168310328	99.964
Dissent	11	-	11	60267	0	60267	0.036
Abstained *	8	-	8	4305113	0	4305113	--
Invalid	-	-	-	0	0	0	--
Total #	312	29	341	172673279	2429	172675708	--

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.
1 members voted 33425 votes as Assent and 59894 votes as Dissent.

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated May 29, 2015 has been passed with requisite majority.

Item No. 2:-

Ordinary Resolution to declare dividend on equity shares.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	300	29	329	169130550	2429	169132979	99.9999
Dissent	7	-	7	127	0	127	0.0001
Abstained *	5	-	5	3542598	0	3542598	--
Invalid	-	-	-	0	0	0	--
Total	312	29	341	172673275	2429	172675704	--

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated May 29, 2015 has been passed with requisite majority.

Item No. 3:-

Ordinary Resolution to appoint a Director in place of Shri Amitabh Jhunjhunwala (DIN : 00045174), who retires by rotation being eligible, offers himself for re-appointment.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	271	29	300	165251136	2429	165253565	97.706
Dissent	33	-	33	3879402	0	3879402	2.294
Abstained *	8	-	8	3542741	0	3542741	--
Invalid	-	-	-	0	0	0	--
Total	312	29	341	172673279	2429	172675708	--

*Includes votes which were not cast "for" or "against" the resolution in remote e-voting.

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Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated May 29, 2015 has been passed with requisite majority.

Item No. 4:-

Ordinary Resolution to appoint Auditors and to fix their remuneration.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	294	29	323	169130286	2429	169132715	99.9998
Dissent	14	-	14	395	0	395	0.0002
Abstained *	5	-	5	3542598	0	3542598	--
Invalid	-	-	-	0	0	0	--
Total #	312	29	341	172673279	2429	172675708	--

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

1 members voted 2 votes as Assent and 1 vote as Dissent.

Based on the aforesaid results, Ordinary Resolution No. 4 of the Notice dated May 29, 2015 has been passed with requisite majority.

Item No. 5:-

Ordinary Resolution to appoint Smt. Chhaya Virani (DIN : 06953556) as an Independent Director of the Company.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	287	29	316	167725878	2429	167728307	99.9996
Dissent	14	-	14	595	0	595	0.0004
Abstained *	11	-	11	4946806	0	4946806	--
Invalid	-	-	-	0	0	0	--
Total	312	29	341	172673279	2429	172675708	--

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

Based on the aforesaid results, Ordinary Resolution No. 5 of the Notice dated May 29, 2015 has been passed with requisite majority.



Item No. 6:-

Ordinary Resolution to appoint Shri Soumen Ghosh (DIN : 01262099) as the Whole-time Director of the Company.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	291	29	320	169129684	2429	169132113	99.999
Dissent	14	-	14	854	0	854	0.001
Abstained *	8	-	8	3542741	0	3542741	--
Invalid	-	-	-	0	0	0	--
Total #	312	29	341	172673279	2429	172675708	--

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

1 members voted 2 votes as Assent and 1 vote as Dissent.

Based on the aforesaid results, Ordinary Resolution No. 6 of the Notice dated May 29, 2015 has been passed with requisite majority.

Item No. 7:-

Special Resolution to consider payment of Commission to Non-Executive Directors.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	190	29	219	140649557	2429	140651986	91.232
Dissent	99	-	99	13517653	0	13517653	8.768
Abstained *	23	-	23	18506069	0	18506069	--
Invalid	-	-	-	0	0	0	--
Total	312	29	341	172673279	2429	172675708	--

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

Based on the aforesaid results, Special Resolution No. 7 of the Notice dated May 29, 2015 has been passed with requisite majority.

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Item No. 8:-

Special Resolution to consider Private Placement of Non-Convertible Debentures and / or other Debt securities.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	195	29	224	153731642	2429	153734071	90.961
Dissent	110	-	110	15276919	0	15276919	9.039
Abstained *	8	-	8	3664718	0	3664718	--
Invalid	-	-	-	0	0	0	--
Total #	312	29	341	172673279	2429	172675708	--

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

1 members voted 2 votes as Assent and 1 vote as Dissent.

Based on the aforesaid results, Special Resolution No. 8 of the Notice dated May 29, 2015 has been passed with requisite majority.

Item No. 9:-

Special Resolution to consider Issue of securities to the Qualified Institutional Buyers.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	285	29	314	167725911	2429	167728340	99.215
Dissent	20	-	20	1327670	0	1327670	0.785
Abstained *	7	-	7	3619698	0	3619698	--
Invalid	-	-	-	0	0	0	--
Total	312	29	341	172673279	2429	172675708	--

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

Based on the aforesaid results, Special Resolution No. 9 of the Notice dated May 29, 2015 has been passed with requisite majority.

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6. A Compact Disc containing Electronic data and other relevant records relating to remote e-voting and Poll has been kept in my safe custody and shall be retained until the minutes of the Annual General Meeting are approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,



Anil Lohia

Practicing Chartered Accountant

Membership No.31626

Partner

Dayal & Lohia

Chartered Accountants

(Firms registration No.102200W)

Place : Mumbai.

Dated : 1st October, 2015

Countersigned by:

For Reliance Capital Limited



Chairman / Authorised person