

Reliance Capital Limited

Registered Office:
Kamala Mills Compound
Trade World, B Wing, 7th Floor
S. B. Marg, Lower Parel
Mumbai - 400 013

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Fax : +91 022 2490 5125
E-mail : rcl.investor@relianceada.com
Website : www.reliancecapital.co.in
CIN : L65910MH1986PLC165645

May 30, 2022

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001

BSE Scrip Code: 500111

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

NSE Scrip Symbol: RELCAPITAL

Dear Sir(s),

Sub.: Secretarial Compliance Report for the year ended March 31, 2022

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Secretarial Compliance Report for the financial year ended March 31, 2022, issued by M/s. Aashish K. Bhatt & Associates, Practicing Company Secretaries.

Thanking you.

Yours faithfully,
For **Reliance Capital Limited**



Atul Tandon
Company Secretary & Compliance Officer

Encl.: As Above.



AASHISH K. BHATT & ASSOCIATES

Practicing Company Secretaries

Aashish K. Bhatt
B.Com., A.C.S., PGDSL

SECRETARIAL COMPLIANCE REPORT OF
RELIANCE CAPITAL LIMITED
FOR THE YEAR ENDED MARCH 31, 2022

[Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019]

To,

Reliance Capital Limited,

Trade World, B-Wing, 7th Floor,

Kamala Mills Compound, Senapati Bapat Marg,

Lower Parel, Mumbai – 400013.

I have examined:

- a) all the documents and records made available to us and explanation provided by **Reliance Capital Limited ("the listed entity")**,
- b) the filings / submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations");
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – Not Applicable;



- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – Not Applicable;
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and erstwhile the SEBI (Share Based Employee Benefits) Regulations 2014;
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and erstwhile the SEBI (issue and Listing of Debt Securities) Regulations 2008;
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars / guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder except in respect of matters specified below:-

| Sr. No. | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|---------|--|------------|---|
| 1. | Nil | Nil | Nil |

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder:



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| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|---|--|---|--|
| 1 | Securities and Exchange Board of India (SEBI) | The provisions of the SEBI Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Prohibition of Fraudulent and Unfair Trade Practices in relation to securities markets) Regulations, 2003 | Vide SEBI's Interim Order cum Show Cause Notice dated February 11, 2022 in the matter of Reliance Home Finance Limited, SEBI has restrained Shri Anil D. Ambani, Promoter of the Company, one of the Noticees, from buying, selling, or dealing in securities, either directly or indirectly, in any manner whatsoever until further orders and also from associating with any intermediary registered with SEBI, any listed public company or acting as a director/promoter of any public company which intends to raise money from the public, till further orders. | - |

d) The listed entity has taken the following actions to comply with observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended March 31, 2021 | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|--|--|--|
| | | | | |



Necessary actions were taken by Company w.r.t. observations in previous reports

Further, as a precautionary measure against "COVID 2019", the audit process has been modified, wherein documents /records etc. were verified in electronic mode, and have relied on the representations received from the Company for its accuracy and authenticity.

The Company on December 2, 2021 intimated the Exchanges that the Reserve Bank of India filed applications for initiation of corporate insolvency resolution process ("CIRP") against the Company and therefore, as per the Insolvency and Bankruptcy Code, 2016 ("Code") read with the Insolvency and Bankruptcy (Insolvency and Liquidation Proceedings of Financial Service Providers and Application to Adjudication Authority) Rules, 2019 ("FSP Insolvency Rules"), an interim moratorium had commenced on and from the date of filing of the application till its admission or rejection.

Further, the Company on December 7, 2021, intimated the Exchanges that CIRP has been initiated against the Company as per the provisions of the Code read with the FSP Insolvency Rules with effect from December 6, 2021.

For Aashish K. Bhatt & Associates
Company Secretaries

Aashish Bhatt
Proprietor



Place: Mumbai
Date: 10.05.2022

ACS No.: 19639, COP No.: 7023
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