

**Outcome of the Extraordinary General Meeting (01/2024-25) of the Members of Reliance Capital Limited (Post CIRP) held at a shorter notice on Thursday, March 27, 2025, at 5:00 P.M. (IST), through Video Conferencing (VC).**

---

**Directors Present**

Shri Arun Tiwari : Independent Director  
Shri S V Zaregaonkar : Independent Director  
Shri Amar Chintopanth : Independent Director  
Ms. Bhumika Batra : Independent Director  
Shri Moses Newling Harding John : Non-Executive Director

7 shareholders were present through Audio Visual means including representatives.

IIHL BFSI (India) Limited : represented by Shri Moses Newling Harding John  
Shri Ashok Parmanand Hinduja  
Shri Abin Kumar Das  
Shri Arun Tiwari  
Shri Sharadchandra Vithal Zaregaonkar  
Ms. Bhumika Batra  
Shri Moses Newling Harding John

**In Attendance**

Shri Aman Gudral : Chief Financial Officer  
Shri Atul Tandon : Company Secretary & Compliance Officer

**Chairperson**

Shri Arun Tiwari, Independent Director occupied the Chair.

With permission of the Chair, Shri Atul Tandon, Company Secretary & Compliance Officer stated that it was 5:00 P.M. and it was time to start the Meeting.

Shri Atul welcomed the Members to the Extraordinary General Meeting (EGM) of the Company and informed that requisite quorum was present and called the Meeting to order.

Further, authorisations from corporate shareholders were received for 250 crore equity shares of Rs.10/- each of the Company representing 100% of the paid-up equity capital of the Company. The Documents and Records as required by the law were available for inspection of the members.

Thereafter, Shri Atul requested Shri Arun Tiwari, Chairperson to conduct the proceedings of the Meeting.

The Chairperson, thereafter, stated that the Directors and KMPs were present in the Meeting.

The Chairperson further informed that the Meeting was held through audio visual means as per the provisions of the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs (MCA).

The Chairperson also informed that Notice of the Meeting and the Statement under Section 102 of the Companies Act, 2013 had already been circulated and, with the permission of the members present, took the Notice convening the Meeting as read.

Thereafter, the Chairperson addressed the shareowners and informed the Members that the EGM had been called at shorter notice and the Company had received consent from the Shareholders for the same.

The Chairperson further informed the Members that the Meeting was a first meeting of shareholders of the Company post completion of Corporate Insolvency Resolution Process (CIRP) and occurrence of the Transfer Date on March 19, 2025. The Meeting had been called to obtain shareholders' approval for adoption of new set of Regulations as Articles of Association of the Company, ratification of private placement of Non-Convertible Debentures, approvals for borrowing limits and security creation as detailed in the Notice convening the Meeting.

The Chair further invited the members to seek clarifications, if any, and offer their comments on the business items as set out in the Notice convening the Extraordinary General Meeting. The Chairperson noted that no questions or clarifications been received from the members.

The following resolutions as per the Notice convening the EGM had been put to vote and the Members were requested to propose or second the resolutions.

#### **SPECIAL BUSINESS:**

##### **Item No.1 Adoption of new set of Articles of Association of the Company.**

The following Special Resolution for adoption of new set of Articles of Association of the Company was proposed by Ms. Bhumika Batra and seconded by Shri Sharadchandra Vithal Zaregaonkar:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s), or modification(s), or re-enactment(s) thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded for adoption of new set of Articles of Association, a draft of which has been circulated to the members of the Company, in substitution to existing set of Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to file the necessary e-forms with the Registrar of Companies and to agree to such modifications of the said alteration of the Articles of Association as may be suggested by the

concerned Registrar of Companies, while granting its approval and to do all such acts, matters and things necessary or expedient to give effect to the said resolution.”

The resolution was put to vote and on a show of hands, the resolution was declared as passed unanimously.

**Item No.2      Ratification of issuance of Non-Convertible Debentures on a private placement basis.**

The following Special Resolution for ratification of issuance of Non-Convertible Debentures on a private placement basis was proposed by Ms. Bhumika Batra and seconded by Shri Sharadchandra Vithal Zaregaonkar:

“**RESOLVED THAT** pursuant to the provisions of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, the provisions of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules and regulations and guidelines and pursuant to the approval of the Monitoring Committee in pursuance of the Approved Resolution Plan and the NCLT Approval Order, the issuance of the Private Placement Offer Cum Application Letter (in form PAS-4) and issuance of the RCAP Debentures to the RCAP Debenture Holders aggregating to Rs.4,300 crore be and is hereby ratified.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby severally authorised to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds / documents / undertakings / agreements / papers / writings, as may be required in this regard.”

The resolution was put to vote and on a show of hands, the resolution was declared as passed unanimously.

**Item No.3      Approval of borrowing limits of the Company.**

The following Special Resolution for approval of borrowing limits of the Company was proposed by Shri Sharadchandra Vithal Zaregaonkar and seconded by Shri Moses Newling Harding John:

“**RESOLVED THAT** the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised, in accordance with Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the rules made thereunder, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of the Articles of Association of the Company, to borrow any sum or sums of money, in Indian Rupees and / or in any foreign currency from time to time, at their

discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) by a sum not exceeding Rs.5,000 crore and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment security or otherwise as they may think fit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution."

The resolution was put to vote and on a show of hands, the resolution was declared as passed unanimously.

**Item No.4 Approval for creation of charge / mortgage on assets of the Company.**

The following Special Resolution for approval for creation of charge / mortgage on assets of the Company was proposed by Shri Moses Newling Harding John and seconded by Ms. Bhumika Batra:

**"RESOLVED THAT** the consent of the Company be and is hereby granted in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the rules made thereunder, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, to the Board of Directors to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immoveable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s)/Trustee(s), for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and Securities (comprising fully / partly Convertible Debentures and / or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, as may be amended from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the

Company and the Lender(s) / Agent(s) and Trustee(s) / Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s) / Agent(s) / Trustee(s).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable for giving effect to the above resolution and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

The resolution was put to vote and on a show of hands, the resolution was declared as passed unanimously.

#### **Vote of thanks**

The Chairperson thereafter informed that all the business of the Meeting had been completed, and the Meeting stood concluded.

The Company Secretary proposed a hearty vote of thanks to the Directors and Shareholders.

**THIS PAGE IS  
INTENTIONALLY  
LEFT BLANK**