

RELIANCE

CAPITAL

NOTICE TO THE MEMBERS

Notice is hereby given that the 31st Annual General Meeting (AGM) of the Members of Reliance Capital Limited (the "Company") is scheduled to be held on Tuesday, September 26, 2017 at 10:00 A.M., at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020, to transact the items of business as set out in the Notice.

The abridged Annual Report containing, *inter-alia*, the Notice convening the AGM setting out the business to be transacted thereat, abridged Balance Sheet as at March 31, 2017, abridged Statement of Profit and Loss and abridged Cash Flow Statement for the financial year ended on that date, the Independent Auditors' Report thereon and the report of the Board of Directors along with abridged Consolidated Financial Statement and remote e-voting form is being despatched to the Members of the Company.

The items of business set out in the Notice of AGM may be transacted through voting by remote e-voting as well as by voting at the venue of the Meeting. The Annual Report and remote e-voting form is also being sent electronically to those members, who have registered their e-mail addresses. Members who have not registered their e-mail addresses so far are requested to do so, in respect of their electronic holdings with the Depository through their concerned Depository Participant. Members who hold shares in physical form are requested to register their e-mail addresses with Karvy Computershare Private Limited ("Karvy"), Registrar and Transfer Agent of the Company.

A member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on a poll instead of herself / himself and the Proxy need not be a member of the Company. The instrument appointing Proxy to be valid should, however, be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the AGM.

Pursuant to 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, from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering remote e-voting facility to its members.

A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Tuesday, September 19, 2017 (Cut-off date) only shall be entitled to avail the facility of remote e-voting as well as voting at the venue of the AGM.

Any person, who becomes a member of the Company after the date of despatch of the Annual Report and holds shares as on the Cut-off date can send a requisition quoting her/his Regd. Folio No. / DP ID and Client ID to the Registrar and Transfer Agent - Karvy Computershare Private Limited, for obtaining copy of the Notice, Annual Report and e-voting form.

The remote e-voting shall commence on Friday, September 22, 2017 (10:00 A.M. IST) and end on Monday, September 25, 2017 (5:00 P.M. IST), after which remote e-voting shall not be allowed. The remote e-voting module shall be disabled by Karvy for remote e-voting thereafter. Once the vote on a resolution(s) is/are cast by the Member through remote e-voting, she/he shall not be allowed to change it subsequently. Remote e-voting is optional. Details of the manner of casting of votes are available in the Notice of the AGM, displayed on the website of the Company viz. www.reliancecapital.co.in and on the website of the remote e-voting agency viz. <https://evoting.karvy.com>.

Facility for voting shall also be made available to those members who attend the AGM and who have not already cast their vote by remote e-voting. A member may participate at the AGM even after exercising her/his right to vote through remote e-voting but shall not be allowed to vote again at the Meeting.

The Board of Directors have appointed Shri Anil Lohia or in his absence, Shri Rinkit Kiran Uchat, Partners, M/s. Dayal and Lohia, Chartered Accountants as the scrutiniser to scrutinise the voting process.

The result of the voting will be declared and communicated to BSE Limited and The National Stock Exchange of India Limited within forty eight hours from the conclusion of the AGM and the same along with the Scrutinisers' Report will be uploaded on the website of the Company at www.reliancecapital.co.in and website of the Karvy Computershare Private Limited at www.karvy.com.

The abridged and full Annual Report containing, *inter-alia*, the full sets of financial statements and reports are also available on request in writing by any person, who is otherwise entitled to receive such documents under Section 136 of the Act. For this purpose, the member may write to the Company at its Registered Office address or Registrar and Transfer Agent - Karvy Computershare Private Limited (Unit: Reliance Capital Limited), Karvy Selenium Tower-B, Plot No. 31 & 32, Survey No.116/22, 115/24, 115/25, Financial District, Nanakramguda, Hyderabad 500 032. The full Annual Report may also be accessed from the Company's website: www.reliancecapital.co.in.

Notice is also hereby given that pursuant to Section 91 of the Act and Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books for equity shares of the Company shall be closed from Saturday, September 23, 2017 to Tuesday, September 26, 2017 (both days inclusive) for the purpose of AGM and to determine the entitlement, if any, for payment of dividend for financial year ended March 31, 2017, if any, declared at the AGM.

Queries/grievances with regard to remote e-voting may be addressed to the Company Secretary at the Registered Office address of the Company or through e-mail at rcl.investors@relianceada.com

For Reliance Capital Limited

Place : Mumbai
Date : August 31, 2017

Atul Tandon
Company Secretary & Compliance Officer

Reliance Capital Limited
CIN: L65910MH1986PLC165645
Regd. Office: H Block, 1st Floor,
Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710
Tel.: +91 22 3303 1000, Fax: +91 22 3303 6664
E-mail: rcl.investor@relianceada.com, Website: www.reliancecapital.co.in