

**RELIANCE****Reliance Capital Limited**

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 Naigaum Cross Road  
 Wadala (W), Mumbai - 400 031  
 CIN : L65910MH1986PLC165645

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063

January 15, 2016

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
 Dalal Street,  
 Mumbai 400 001

**BSE Scrip Code: 500111****National Stock Exchange of India Limited**

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

**NSE Scrip Symbol: RELCAPITAL**

Dear Sir,

**Sub: Quarterly Compliance Report on Corporate Governance**

In terms of Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are attaching Quarterly Compliance Report on Corporate Governance for the quarter ended December 31, 2015.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,

**For Reliance Capital Limited**

**V. R. Mohan****President & Company Secretary**

Encl: as above

c.c:

**National Securities Depository Limited**

Trade World, A Wing,  
 4<sup>th</sup> & 5<sup>th</sup> Floors, Kamala Mills Compound,  
 Lower Parel, Mumbai 400 013

**Central Depository Services (India) Limited**

17<sup>th</sup> Floor, P. J. Towers,  
 Dalal Street, Fort,  
 Mumbai 400 001

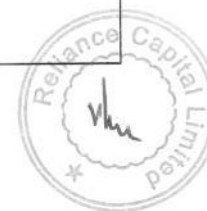


### Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: Reliance Capital Limited
2. Quarter ending: December 31, 2015

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/Nominee) <sup>s</sup>	Date of Appointment in the current term/ cessation	Tenure*	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Anil D Ambani	PAN: AADPA3703D DIN: 00004878	Chairperson - Non - Executive	19/06/2005	-	4	1	-
Mr.	Amitabh Jhunjunwala	PAN: AAGPJ0969B DIN: 00045174	Non – Executive	7/03/2003	-	1	2	-
Mr.	Rajendra Prabhakar Chitale	PAN: AABPC4812B DIN: 00015986	Independent – Non - Executive	30/09/2014	10.6 years  Original date of appointment (DOA) : 19/6/2005	4	9	3

064



I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/Nominee) <sup>§</sup>	Date of Appointment in the current term/ cessation	Tenure*	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Bidhubhusan Samal	PAN: ALCPS1129D DIN: 00007256	Independent – Non - Executive	30/09/2014	6.2 years  DOA : 30/10/2009	4	7	2
Mr.	Vijayendra Nath Kaul	PAN: BLFPK6319F DIN: 03070263	Independent – Non - Executive	30/09/2014	5.8 years  DOA : 30/04/2010	1	1	-
Ms.	Chhaya Virani	PAN: AAPPV5100P DIN: 06953556	Independent – Non – Executive	29/05/2015	7 months  DOA : 29/05/2015	1	1	-
Mr.	Soumen Ghosh	PAN: ACYPG6154D DIN: 01262099	Executive	29/05/2015	-	1	6	-

<sup>s</sup> PAN number of any director would not be displayed on the website of Stock Exchange <sup>&amp;</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.			
II. Composition of Committees			
Name of Committee		Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>s</sup>
1. Audit Committee		(i) Mr. Rajendra Prabhakar Chitale (ii) Mr. Bidhubhusan Samal (iii) Mr. Vijayendra Nath Kaul (iv) Ms. Chhaya Virani (v) Mr. Amitabh Jhunjhunwala (vi) Mr. Soumen Ghosh	Chairperson/ Independent/Non -Executive Independent/Non - Executive Independent/Non - Executive Independent/Non - Executive Non - Executive Executive
2. Nomination and Remuneration Committee		(i) Mr. Rajendra Prabhakar Chitale (ii) Mr. Bidhubhusan Samal (iii) Mr. Amitabh Jhunjhunwala	Chairperson/Independent/Non - Executive Independent/Non - Executive Non - Executive
3. Risk Management Committee		(i) Mr. Vijayendra Nath Kaul (ii) Ms. Chhaya Virani (iii) Mr. Soumen Ghosh	Chairperson/Independent/Non -Executive Independent/Non - Executive Executive

II. Composition of Committees			
Name of Committee		Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>\$</sup>
4. Stakeholders Relationship Committee		(i) Mr. Bidhubhusan Samal	Chairperson/Independent/Non – Executive
		(ii) Mr. Rajendra Prabhakar Chitale	Independent/Non – Executive
		(iii) Ms. Chhaya Virani	Independent/Non - Executive
		(iv) Mr. Amitabh Jhunhunwala	Non - Executive
		(v) Mr. Soumen Ghosh	Executive
* Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen			
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
August 14, 2015	November 2, 2015	80 Days	



IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
(i) <u>Audit Committee:</u> November 2, 2015	Yes (All the members were present)	August 13, 2015	81 Days
(ii) <u>Nomination and Remuneration Committee:</u> October 15, 2015	Yes (All the members were present)	-	
(iii) <u>Risk Management Committee:</u> November 2, 2015	Yes (All the members were present)	August 13, 2015	
(iv) <u>Stakeholders Relationship Committee:</u> November 2, 2015	Yes (All the members were present)	August 13, 2015	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA) refer note below	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination and remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report will be placed before the Board of Directors. Any comments/observations/advice of the Board of Directors will be reported in the next quarter report.

For Reliance Capital Limited



**V. R. Mohan**

**President & Company Secretary**

