

dayal and lohia
chartered accountants

Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the 32nd Annual General Meeting of Reliance Capital Limited (the "Company") held on September 18, 2018 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

Shri Anil D. Ambani
Chairman
Reliance Capital Limited

H Block, 1st Floor,
Dhirubhai Ambani Knowledge City,
Navi Mumbai 400 710

Dear Sir,

1. The Board of Directors of the Company appointed me, Rinkit K Uchat, Chartered Accountant in practice, Partner of M/s. Dayal and Lohia, Chartered Accountants, as a scrutinizer for the purpose of scrutinizing the :
 - (i) 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 (Rules) as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations); and
 - (ii) poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the Rules;

on each of the business contained in the Notice dated August 10, 2018 (the "Notice") of the 32nd Annual General Meeting of the Members of Reliance Capital Limited (the "Company") held on September 18, 2018 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020 (AGM).
2. The management of the Company is responsible for ensuring compliances with the requirements of the Act, the Rules and SEBI LODR Regulations relating to voting through remote e-voting means and through Poll on the business contained in the Notice of the 32nd AGM of the Members of the Company.
3. The Company has appointed M/s. Karvy Computershare Private Limited ("Karvy"), the agency authorised under Rule 20 of the Rules and SEBI LODR Regulations, to provide remote e-voting facility to the Members of the Company from 10:00 A.M. on September 14, 2018 to 5:00 P.M. on September 17, 2018.
4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the AGM), was restricted to scrutinize the remote e-voting process and poll at the AGM in a fair and transparent manner and to prepare 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 remote e-voting system provided by Karvy and based on the result of 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 business 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 :

- the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon; and
- the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	406	911	1,317	18,67,31,649	25,350	18,67,56,999	99.9999
Against	5	-	5	124	-	124	0.0001
Total	411	911	1,322	18,67,31,773	25,350	18,67,57,123	100.0000
Invalid / Abstained	5	-	5	64,56,527	-	64,56,527	---

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated August 10, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 2:-

Ordinary Resolution to declare dividend on equity shares.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	408	911	1,319	18,69,37,882	25,350	18,69,63,232	100.0000
Against	4	-	4	90	-	90	0.0000
Total	412	911	1,323	18,69,37,972	25,350	18,69,63,322	100.0000
Invalid / Abstained	4	-	4	62,50,328	-	62,50,328	---

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated August 10, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



Item No. 3:-

Ordinary Resolution to appoint a Director in place of Mr. Anmol Ambani, who retires by rotation and being eligible, offers himself for re-appointment.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	348	910	1,258	18,09,49,620	16,950	18,09,66,570	96.7926
Against	62	1	63	59,88,243	8,400	59,96,643	3.2074
Total	*409	911	1,320	18,69,37,863	25,350	18,69,63,213	100.0000
Invalid / Abstained	7	-	7	62,50,437	-	62,50,437	---

* 1 shareholder with 10,611 shares voted “in favour” of, and 1,39,300 shares “against”, the resolution.

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated August 10, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 4:-

Ordinary Resolution to confirm holding of office by M/s. Pathak H.D. & Associates, Chartered Accountants as Auditors for remaining term.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	395	910	1,305	18,67,30,160	16,950	18,67,47,110	99.8844
Against	17	1	18	2,07,811	8,400	2,16,211	0.1156
Total	*411	911	1,322	18,69,37,971	25,350	18,69,63,321	100.0000
Invalid / Abstained	5	-	5	62,50,329	-	62,50,329	---

* 1 shareholder with 3 shares voted “in favour” of, and 2 shares “against”, the resolution.

Based on the aforesaid results, Ordinary Resolution No. 4 of the Notice dated August 10, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



Item No. 5:-

Ordinary Resolution to confirm holding of office by M/s. Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants as Auditors for remaining term.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	398	910	1,308	18,67,29,884	16,950	18,67,46,834	99.8842
Against	16	1	17	2,08,088	8,400	2,16,488	0.1158
Total	*412	911	1,323	18,69,37,972	25,350	18,69,63,322	100.0000
Invalid / Abstained	4	-	4	62,50,328	-	62,50,328	---

* 2 shareholders with 10 shares voted “in favour” of, and 103 shares “against”, the resolution.

Based on the aforesaid results, Ordinary Resolution No. 5 of the Notice dated August 10, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 6:-

Special Resolution for continuation of Dr. Bidhubhusan Samal as an Independent Director.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	388	910	1,298	18,69,11,095	16,950	18,69,28,045	99.9812
Against	21	1	22	26,745	8,400	35,145	0.0188
Total	409	911	1,320	18,69,37,840	25,350	18,69,63,190	100.0000
Invalid / Abstained	7	-	7	62,50,460	-	62,50,460	---

Based on the aforesaid results, Special Resolution No. 6 of the Notice dated August 10, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



Item No. 7:-

Special Resolution for continuation of Mr. V. N. Kaul as an Independent Director.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	386	910	1,296	18,69,10,922	16,950	18,69,27,872	99.9811
Against	23	1	24	26,918	8,400	35,318	0.0189
Total	409	911	1,320	18,69,37,840	25,350	18,69,63,190	100.0000
Invalid / Abstained	7	-	7	62,50,460	-	62,50,460	---

Based on the aforesaid results, Special Resolution No. 7 of the Notice dated August 10, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 8:-

Special Resolution for Private Placement of Non-Convertible Debentures and / or other Debt Securities.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	257	910	1,167	16,25,90,982	16,950	16,26,07,932	86.9732
Against	155	1	156	2,43,46,990	8,400	2,43,55,390	13.0268
Total	412	911	1,323	18,69,37,972	25,350	18,69,63,322	100.0000
Invalid / Abstained	4	-	4	62,50,328	-	62,50,328	---

Based on the aforesaid results, Special Resolution No. 8 of the Notice dated August 10, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 9:-

Special Resolution for issue of securities through qualified institutions placement on a private placement basis to the qualified institutional buyers ("QIBs").

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	379	910	1,289	18,56,86,490	16,950	18,57,03,440	99.3261
Against	33	1	34	12,51,482	8,400	12,59,882	0.6739
Total	412	911	1,323	18,69,37,972	25,350	18,69,63,322	100.0000



	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
Invalid / Abstained	4	-	4	62,50,328	-	62,50,328	---

Based on the aforesaid results, Special Resolution No. 9 of the Notice dated August 10, 2018 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

6. In terms of the Notice for the AGM dated August 10, 2018, the Members who have already voted through remote e-voting were not entitled to vote at the AGM. As such, votes cast by the Members who had voted at remote e-voting were treated as invalid.
7. A Compact Disc (CD) 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 AGM is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



Rinkit K Uchat
Practicing Chartered Accountant
Membership No. 165557
Partner
Dayal and Lohia
Chartered Accountants
(Firm Registration No.102200W)



Place : Mumbai.

Dated : September 18, 2018.

Countersigned by:
For Reliance Capital Limited



Chairman / Authorised Person