

**dayal and lohia**  
chartered accountants

**Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the 33<sup>rd</sup> Annual General Meeting of Reliance Capital Limited (the "Company") held on September 30, 2019 at Rama & Sundri Watumull Auditorium, Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020.**

**Shri Anil D. Ambani**  
**Chairman**  
**Reliance Capital Limited**  
Reliance Centre, Ground Floor,  
19, Walchand Hirachand Marg,  
Ballard Estate,  
Mumbai 400 001

Dear Sir,

1. The Board of Directors of the Company appointed me, Anil Lohia, 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, 29, 2019 (the "Notice") of the 33<sup>rd</sup> Annual General Meeting (AGM) of the Members of Reliance Capital Limited (the "Company") held on September 30, 2019 at Rama & Sundri Watumull Auditorium, Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020.

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 and through Poll on the business contained in the Notice of the 33<sup>rd</sup> AGM of the Members of the Company.
3. The Company has appointed M/s. Karvy Fintech 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 26, 2019 to 5:00 P.M. on September 29, 2019.

varma chambers, 213, 2nd floor, homji street, next to bnp paribas, off. sir p.m. road, fort, mumbai - 400 001.  
phones : (91-22)49736975 / (91-22)22635352 • e-mail : dayalandlohia@gmail.com  
branch : 401, sheetal enclave, b/h. tangent furniture mall, chincholi bunder, off. link road, malad (w), mumbai 400064



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" on each of 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 :

- a) the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and
- b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 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	193	342	535	108,199,829	7,824	108,207,653	80.3203
Against	136	2	138	26,512,583	3	26,512,586	19.6797
Total	329	344	673	134,712,412	7,827	134,720,239	100.0000
Invalid / Abstained	6	1	7	9,398,216	3	9,398,219	---

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated August 29, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 2:-**

Ordinary Resolution for appointment of Ms. Ryna Karani as a Director, liable to retire by rotation.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	193	342	535	119,958,438	7,824	119,966,262	83.2545
Against	136	3	139	24,129,602	6	24,129,608	16.7455
Total	329	345	674	144,088,040	7,830	144,095,870	100.0000
Invalid / Abstained	6	0	6	22,588	0	22,588	---



Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated August 29, 2019 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 confirm M/s. Pathak H.D. & Associates, Chartered Accountants, continuing as sole Statutory Auditors of the Company.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	276	341	617	135,545,466	7,284	135,552,750	99.9585
Against	52	4	56	55,761	546	56,307	0.0415
Total	328	345	673	135,601,227	7,830	135,609,057	100.0000
Invalid / Abstained	7	0	7	8,509,401	0	8,509,401	---

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated August 29, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 4:-**

Ordinary Resolution for appointment Mr. Rahul Sarin 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	269	342	611	135,595,318	7,824	135,603,142	99.9959
Against	56	3	59	5,596	6	5,602	0.0041
Total	325	345	670	135,600,914	7,830	135,608,744	100.0000
Invalid / Abstained	10	0	10	8,509,714	0	8,509,714	---

Based on the aforesaid results, Ordinary Resolution No. 4 of the Notice dated August 29, 2019 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 appoint Dr. Thomas Mathew as an Independent Director of the Company.



	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	270	342	612	144,082,171	7,824	144,089,995	99.9959
Against	58	3	61	5,862	6	5,868	0.0041
Total	328	345	673	144,088,033	7,830	144,095,863	100.0000
Invalid / Abstained	7	0	7	22,595	0	22,595	---

Based on the aforesaid results, Ordinary Resolution No. 5 of the Notice dated August 29, 2019 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 re-appointment of Ms. Chhaya Virani 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	174	342	516	116,742,303	7,824	116,750,127	82.4098
Against	153	3	156	24,920,064	6	24,920,070	17.5902
Total	327	345	672	141,662,367	7,830	141,670,197	100.0000
Invalid / Abstained	8	0	8	2,448,261	0	2,448,261	---

Based on the aforesaid results, Special Resolution No. 6 of the Notice dated August 29, 2019 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 Private Placement of Non-Convertible Debentures and / or other Debt Securities for refinancing of existing debt.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	191	341	532	110,338,589	7,284	110,345,873	81.5309
Against	137	4	141	24,995,940	546	24,996,486	18.4691
Total	328	345	673	135,334,529	7,830	135,342,359	100.0000
Invalid / Abstained	7	0	7	8,776,099	0	8,776,099	---

Based on the aforesaid results, Special Resolution No. 7 of the Notice dated August 29, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



**Item No. 8:-**

Special Resolution to approve sale / disposal of asset(s) / undertaking(s) of the Company, its subsidiaries, associates and joint ventures.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	183	341	524	116,534,523	7,284	116,541,807	81.0278
Against	148	4	152	27,287,125	546	27,287,671	18.9722
Total	331	345	676	143,821,648	7,830	143,829,478	100.0000
Invalid / Abstained	4	0	4	288,980	0	288,980	---

Based on the aforesaid results, Special Resolution No. 8 of the Notice dated August 29, 2019 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 29, 2019, 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,

*Anil Lohia*

**Anil Lohia**

Practicing Chartered Accountant

Membership No. 31626

Partner

**Dayal and Lohia**

Chartered Accountants

(Firm Registration No.102200W)



Place : Mumbai

Dated : October 1, 2019

Countersigned by:  
For Reliance Capital Limited

*Chairman*

**Chairman / Authorised Person**