

Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the 30th Annual General Meeting of Reliance Capital Limited (the "Company") held on 27th September, 2016 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, 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 as amended (Rules) 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 23rd August, 2016 (the Notice) of the 30th Annual General Meeting of the Members of Reliance Capital Limited (the "Company") held on 27th September, 2016 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020 (AGM).

2. The management of the Company is responsible for ensuring compliance with the requirements of the Act, 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 30th 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 24th September, 2016 to 5:00 P.M. on 26th September, 2016.



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 :

- a) the audited financial statement of the Company for the financial year ended March 31, 2016 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, 2016 and the reports 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	333	1443	1776	175006197	3274580	178280777	99.9998
Against	3	3	6	331	9	340	0.0002
Total	336	1446	1782	175006528	3274589	178281117	100.0000
Invalid / Abstained	3	0	3	4081603	0	4081603	--

Based on the aforesaid results, Ordinary Resolution No.1 of the Notice dated August 23, 2016 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	334	1443	1777	175343578	3274580	178618158	99.9998
Against	2	3	5	270	9	279	0.0002
Total	336	1446	1782	175343848	3274589	178618437	100.0000
Invalid / Abstained	3	0	3	4081603	0	4081603	--

Based on the aforesaid results, Ordinary Resolution No.2 of the Notice dated August 23, 2016 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 Shri Soumen Ghosh (DIN : 01262099), who retires by rotation under the provisions of the Companies Act, 2013 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	291	1443	1734	169000369	3274580	172274949	96.8087
Against	45	3	48	5679116	9	5679125	3.1913
Total *	335	1446	1782	174679485	3274589	177954074	100.0000
Invalid / Abstained	4	0	4	4745966	0	4745966	--

* 1 shareholder with 117861 shares voted “in favour” and 56941 shares “against” the resolution.

Based on the aforesaid results, Ordinary Resolution No.3 of the Notice dated August 23, 2016 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 4:-

Ordinary Resolutions to appoint Auditors and to fix their remuneration:

- M/s. B S R & Co. LLP, Chartered Accountants; and
- M/s. Pathak H.D. & Associates, Chartered Accountants.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	317	1443	1760	175187691	3274580	178462271	99.9126
Against	20	3	23	156157	9	156166	0.0874
Total *	336	1446	1783	175343848	3274589	178618437	100.0000
Invalid / Abstained	3	0	3	4081603	0	4081603	--

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

Based on the aforesaid results, Ordinary Resolutions No.4 of the Notice dated August 23, 2016 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 Shri Jai Anmol Ambani (DIN : 07591624) as an Executive 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	202	1443	1645	151393171	3274580	154667751	88.3468
Against	132	3	135	20401118	9	20401127	11.6532
Total *	331	1446	1780	171794289	3274589	175068878	100.0000
Invalid / Abstained	8	0	8	7631162	0	7631162	--

* 3 shareholders with 363550 shares voted “in favour” and 700257 shares “against” the resolution.

Based on the aforesaid results, Ordinary Resolution No.5 of the Notice dated August 23, 2016 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 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	190	1443	1633	153815759	3274580	157090339	87.9474
Against	149	3	152	21528089	9	21528098	12.0526
Total *	336	1446	1785	175343848	3274589	178618437	100.0000
Invalid / Abstained	3	0	3	4081603	0	4081603	--

* 3 shareholders with 306611 shares voted “in favour” and 582397 shares “against” the resolution.

Based on the aforesaid results, Special Resolution No.6 of the Notice dated August 23, 2016 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 issue of securities to the Qualified Institutional Buyers.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	311	1443	1754	173729660	3274580	177004240	99.0963
Against	26	3	29	1614188	9	1614197	0.9037
Total *	336	1446	1783	175343848	3274589	178618437	100.0000
Invalid / Abstained	3	0	3	4081603	0	4081603	--



* 1 shareholder with 2 shares voted "in favour" and 1 share "against" the resolution.

Based on the aforesaid results, Special Resolution No.7 of the Notice dated August 23, 2016 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 May 30, 2016, the Members who had already voted through remote e-voting were not entitled to vote at the AGM. As such, votes, if any, cast by the Members through poll at the meeting who had already 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,

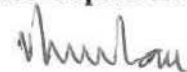


Anil Lohia
Practicing Chartered Accountant
Membership No.31626
Partner
Dayal and Lohia
Chartered Accountants
(Firm registration No.102200W)

Place : Mumbai.

Dated : 27th September, 2016.

Countersigned by:
For **Reliance Capital Limited**



Chairman / Authorised Person