

Notice

Notice is hereby given that the 34th Annual General Meeting of the Members of **Reliance Capital Limited** will be held on Tuesday, June 23, 2020 at 12:00 Noon (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

Ordinary Business:

1. To consider and adopt:
 - a) the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the reports of Auditors thereon.

Special Business:

2. Appointment of Mr. A N Sethuraman as a Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company, Mr. A N Sethuraman (DIN:01098398), who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 13, 2019, pursuant to the provisions of Section 161 of the Act and who holds office upto the date of this Annual General Meeting ("Meeting") and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

3. Appointment of Mr. Dhananjay Tiwari as a Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 152, 196 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Schedules and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company, Mr. Dhananjay Tiwari (DIN:08382961) the Chief Executive Officer of the Company, who was appointed by the Board of Directors as an Additional Director with effect from January 21, 2020, pursuant to the provisions of Section 161 and all other applicable provisions of the Act and who holds office upto the date of this Annual General Meeting ("Meeting") and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Atul Tandon
Company Secretary & Compliance Officer

Registered Office:

Reliance Centre, Ground Floor
19, Walchand Hirachand Marg
Ballard Estate, Mumbai 400 001

CIN: L65910MH1986PLC165645

Website: www.reliancecapital.co.in

May 8, 2020

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect of the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. Corporate Members are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to KFin Technologies Private Limited (Kfintech), Registrar and Transfer Agent, by e-mail through its registered e-mail address to praveendmr@kfintech.com.
5. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.reliancecapital.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Kfintech at www.kfintech.com.

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6. Members whose email address are not registered can register the same in the following manner:
 - a. Members holding share(s) in physical mode can register their e-mail ID on the Company's website at <http://www.reliancecapital.co.in/Registration-of-Shareholders-information.aspx> by providing the requisite details of their holdings and documents for registering their e-mail address; and
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants "DPs" for receiving all communications from the Company electronically.
 7. The Company has engaged the services of .Kfintech, Registrar and Transfer Agent as the authorized agency for conducting of the e-AGM and providing e-voting facility.
 8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 10. Relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members. The certificate from the Statutory Auditors of the Company confirming the compliance of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 with respect to the Company's Employees Stock Option Scheme Plans will be available for inspection through electronic mode on the website of the Company.
 11. Members are advised to refer to the section titled 'Investor Information' provided in this Annual Report.
 12. As mandated by SEBI, effective from April 1, 2019, that securities of listed companies shall be transferred only in dematerialised form. In order to facilitate transfer of share(s) view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise share(s) held by them in physical form.
 13. Members are requested to fill in and submit the Feedback Form provided in the 'Investor Relations' section on the Company's website www.reliancecapital.co.in to aid the Company in its constant endeavor to enhance the standards of service to investors.
 14. Instructions for attending the AGM and e-voting are as follows:
 1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at <https://ris.kfintech.com/vc/login2vc.aspx> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
 2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and Members who may like to express their views or ask questions during the AGM may register themselves at <https://ris.kfintech.com/agmvc/speakerregistration>. Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.
 3. Facility of joining the AGM through VC / OAVM shall be available for 1 000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
 4. Members who need technical assistance before or during the AGM, can contact Kfintech at <https://ris.kfintech.com/agmq/a/mqa/login.aspx>.
- B. Instructions for e-voting**
1. In compliance with the provisions of Section 108 of the Act read with Rules made there under and Regulation 44 of the SEBI Listing Regulations, the Company is offering e-voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. June 16, 2020 only shall be entitled to avail the facility of remote e-voting/e-voting at the AGM. Kfintech will be facilitating remote e-voting to enable the Members to cast their votes electronically. Members can cast their vote online from 10:00 A.M. (IST) on Friday, June 19, 2020 to 5:00 P.M. (IST) on Monday, June 22, 2020. At the end of remote e-voting period, the facility shall forthwith be blocked.
 2. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
 3. The Members present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
 4. The procedure and instructions for e-voting are as follows:
 - a. Open your web browser during the remote e-voting period and navigate to "<https://evoting.kavy.com>".
 - b. Enter the login credentials (i.e., user-id and password) mentioned in the letter. Your Folio No. / DP ID No. / Client ID No. will be your User- ID.

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User – ID For Members holding shares in DematForm:-

For NSDL :- 8 Character DP ID followed by 8 Digits Client ID

For CDSL :- 16 digits beneficiary ID

User – ID For Members holding shares in Physical Form:-

Event Number followed by Folio No. registered with the Company

Password :Your unique password is sent via e-mail forwarded through the electronic notice

Captcha Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons

- c. After entering these details appropriately, click on "LOGIN".
- d. Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #,\$, etc.). Kindly note that this password can be used by the Demat holders for voting in any other Company on which they are eligible to vote, provided that the other company opts for e-voting through Kfintech e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, system will prompt you to select the 'Event' i.e. 'Company Name'.
- g. If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and have cast your vote earlier for any company, then your existing login ID and password are to be used.
- h. On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents the number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together

should not exceed your total shareholding. If you do not wish to vote, please select 'ABSTAIN'.

- i. After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - j. Once you 'CONFIRM' your vote on the Resolution whether partially or otherwise, you will not be allowed to modify your vote.
5. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board or governing body Resolution / Authorisation together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to 'evoting@karvy.com' (Details are given in point 4 above). The file / scanned image of the Board Resolution / authority letter should be in the naming format 'Corporate Name Event no.
 6. The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date being Tuesday, June 16, 2020.
In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote at the AGM.
 7. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://evoting.karvy.com/> to reset the password.
 8. The Board of Directors have appointed Mr. Anil Lohia, Partner or in his absence Mr. Chandras Dayal, Partner, M/s. Dayal and Lohia, Chartered Accountants as the Scrutiniser to scrutinise the voting process in a fair and transparent manner. The Scrutiniser will submit his report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at www.reliancecapital.co.in and also on the website of Kfintech at <https://evoting.karvy.com>.
 9. In case of any query pertaining to e-voting, please visit Help and FAQs section available at Kfintech's website <https://evoting.karvy.com> OR contact toll free no.1800 4250 999.

Item No. 2 Appointment of Mr. A N Sethuraman as a Director

Mr. A N Sethuraman was appointed as an Additional Director of the Company by the Board on the recommendation of the Nomination and Remuneration Committee, with effect from December 13, 2019, in accordance with the provisions of Section 161 of the Companies Act, 2013 (the "Act"). Pursuant to the provisions of Section 161 of the Act, Mr. A N Sethuraman holds office upto the date of the ensuing Annual General Meeting.

As required under Section 160 of the Act, the Company has received notice in writing from a member proposing his candidature for office of Director of the Company, liable to retire by rotation. Mr. A N Sethuraman is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director. He also fulfills the Fit and Proper Criteria of Director as per the requirements of Guidelines on Corporate Governance issued by the Reserve Bank of India and has given his declaration in this regard.

The details pertaining to Mr. A N Sethuraman are furnished hereunder:

Mr. A N Sethuraman, aged 68 years, holds master's degree in economics. He has varied experience in major growth sectors of the Indian economy, including communications, generation, transmission and distribution of renewable and non-renewable sources of energy, infrastructure, roads, metro rail systems, cement, financial services, education, health care, and media and entertainment. Currently, he is Group President of Reliance Group, and handles corporate and regulatory affairs. He also serves as a Director on the Board of BSES Yamuna Power Limited, BSES Rajdhani Power Limited and Galaxy Multiventures and Trading Private Limited. He holds 2,204 shares in the Company as of March 31, 2020.

He does not have any relationship with other Directors and Key Managerial Personnel of the Company. Mr. A N Sethuraman attended one meeting out of two board meetings held during the financial year 2019-20. He shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

This statement may also be regarded as a disclosure under Regulation 36 (3) of the Listing Regulations.

Mr. A N Sethuraman is interested in the resolution set out at Item No. 2 of the Notice in regard to his appointment. The relatives of Mr. A N Sethuraman may be deemed to be interested in the resolution set out in Item No. 2, of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Approval of Members is accordingly sought for appointment of Mr. A N Sethuraman as Director as set out in the resolution at Item No. 2 of the accompanying Notice. The Board recommends the Ordinary Resolution set out at Item No. 2 of the accompanying Notice for the approval of the Members.

Item No. 3 Appointment of Mr. Dhananjay Tiwari as Director

Mr. Dhananjay Tiwari, acting in his professional capacity as the Chief Executive Officer (CEO) of the Company was appointed as an Additional Director by the Board on the recommendation of the Nomination and Remuneration Committee, with effect from January 21, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013 (the "Act"). Pursuant to the provisions of Section 161 of the Act, Mr. Dhananjay Tiwari holds office as an additional director upto the date of the ensuing Annual General Meeting. As required under Section 160 of the

Act, the Company has received notice in writing from a member proposing his candidature for office of Director of the Company, liable to retire by rotation. Mr. Dhananjay Tiwari is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. He also fulfills the Fit and Proper Criteria of Director as per the requirements of Guidelines on Corporate Governance issued by the Reserve Bank of India and has given his declaration in this regard.

The details pertaining to Mr. Dhananjay Tiwari are furnished hereunder:

Mr. Dhananjay Tiwari, aged 51 years, holds bachelor's degree in Engineering (Mechanical) and is also an MBA. He has over 26 years of experience in the field of financial service sector viz. Portfolio Management, Product Risk, Credit Risk, Enterprise Risk Management, etc. Mr. Tiwari serves as a Whole-time Director on the Board of Reliance Commercial Finance Limited. Prior to joining Reliance, he served as Chief Risk Officer of Vistaar Financial Services Private Limited and Senior Vice President with HDFC Bank Limited. Prior to HDFC Bank Limited, he has also worked with Kotak Mahindra Group and GLFL. Mr. Dhananjay Tiwari is the member of Audit Committee of the Company. He is also a member of the Audit Committee of Reliance Commercial Finance Limited. He does not hold any shares in the Company as on March 31, 2020. He does not have any relationship with other Directors and Key Managerial Personnel of the Company. Mr. Dhananjay Tiwari attended one meetings out of one board meetings held during the financial year 2019-20. Mr. Dhananjay Tiwari is paid Nil remuneration. Mr. Dhananjay Tiwari satisfies all the conditions as set out in Part - I of Schedule V to the Act and sub-section (3) of Section 196 of the Act, for being eligible for his appointment.

The Board of Directors has appointed Mr. Dhananjay Tiwari as a Chief Executive Officer for a term of 3 years and the term of office can be terminated by giving 3 months notice and he shall perform duties with regard to all work of the Company and he will manage and attend to such business and carry out the directions given by the Board from time to time.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Dhananjay Tiwari under Section 190 of the Act. This statement may also be regarded as a disclosure under Regulation 36 (3) of the Listing Regulations.

Mr. Dhananjay Tiwari is interested in the resolution set out at Item No. 3 of the Notice in regard to his appointment. The relatives of Mr. Dhananjay Tiwari may be deemed to be interested in the resolution set out in Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Approval of Members is accordingly sought for appointment of Mr. Dhananjay Tiwari as set out in the resolution at Item No. 3 of the accompanying Notice. The Board recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members.

By Order of the Board of Directors

Atul Tandon
Company Secretary & Compliance Officer

Registered Office:
Reliance Centre, Ground Floor
19, Walchand Hirachand Marg
Ballard Estate, Mumbai 400 001
CIN: L65910MH1986PLC165645
Website: www.reliancecapital.co.in
May 8, 2020