

December 25, 2014

**The General Manager**  
**Corporate Relationship Department**  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai - 400 001  
**BSE Scrip Code: 500111**

**The Secretary**  
**The National Stock Exchange of India**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block, Bandra Kurla Complex,  
Bandra (E), Mumbai 400 051  
**NSE Scrip Symbol: RELCAPITAL**

Dear Sir,

**Sub: Proposed Preferential Allotment of Equity Shares to Sumitomo Mitsui Trust Bank, Limited**

Further to our letter dated December 24, 2014, we wish to inform you that the Board of Directors (the "Board") of the Company at its meeting held today i.e. December 25, 2014, has approved a proposal to issue and allot 70,00,000 Equity Shares of face value of Rs.10 each at a premium, at Rs.530 per share, aggregating to Rs.371 crore to Sumitomo Mitsui Trust Bank, Limited (**SMTB**) (**Preferential Allotment**), subject to necessary permissions, sanctions, approvals and applicable SEBI Regulations and other provisions of law and which is subject to approval of the Members of the Company.

The Board has also proposed to conduct an Extraordinary General Meeting of the Members of the Company on Friday, January 23, 2015 to consider the Preferential Allotment of Equity Shares under Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations") and Section 62 and Section 42 of the Companies Act, 2013 and Rules made there under and other applicable provisions of the law.


The "Relevant Date" for the Preferential Allotment of Equity Shares in terms of Regulation 71 of the SEBI ICDR Regulations is December 24, 2014 and accordingly, the floor price in respect of the said Preferential Allotment, based on the pricing formula as prescribed under Regulation 76 of the SEBI ICDR Regulations, has been rounded off at Rs.530 per Equity Share.

We also enclose herewith the joint media release by the Company and SMTB for the above transaction for your information.

We request you the above notification be taken on record, and the same may be treated as compliance under applicable clause(s) of the Listing Agreement.

Thanking you.

Yours faithfully,  
For Reliance Capital Limited



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

Encl: as above.