

POSTAL BALLOT FORM

Despatch No.

Postal Ballot No.

- 1 Name and registered address of the sole / first named Member (IN BLOCK LETTERS) :
- 2 Name(s) of the joint Member(s), if any, (IN BLOCK LETTERS) :
- 3 Registered Folio Number / DP ID No. / Client ID No. * :
- 4 Number of Shares held :

(*Applicable to investors holding shares in dematerialized form)

I/We, hereby exercise my / our vote in respect of the following 'Special Resolution(s)' to be passed through Postal Ballot for the Special Business stated in the Notice dated May 31, 2014 of Reliance Capital Limited (the "Company") by sending my / our assent (**FOR**) or dissent (**AGAINST**) to the said resolutions by placing the tick mark (✓) at the appropriate column below:

Item (Resolution) No.	Description	No. of equity share(s) held	I/We assent to the special resolution (FOR)	I/We dissent to the special resolution (AGAINST)
1	Special Resolution under Section 42 of the Companies Act, 2013 for issue of secured / unsecured Non-Convertible Debentures and/or other debt securities on a private placement basis.			
2	Special Resolution under Section 62 of the Companies Act, 2013 for issue of securities to the Qualified Institutional Buyers.			
3	Special Resolution under Section 13 of the Companies Act, 2013 for insertion of new object clause and alteration of Memorandum of Association of the Company.			
4	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing limits of the Company.			
5	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charge / mortgage on assets of the Company.			

Place:

Date:

 (Signature of Member)

E-mail: _____

Tel. No. / Mobile No: _____

Electronic Voting Particulars

Electronic Voting Sequence Number (EVSN)	User ID	Password

NOTE: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. A Member desirous of exercising her / his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, any envelope containing postal ballot, if sent by courier at the expense of the Registered Member will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
3. The self-addressed postage pre-paid envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in his absence, by the next named Member.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
6. The Scrutinizer's decision on the validity of the postal ballot / e-voting will be final.
7. The Postal Ballot / e-voting shall not be exercised by a proxy.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on July 6, 2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Shareholder has not been received.
9. In case of Shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorized signatories. (It is required only, in case the signatories are other than the signatories whose specimen signatures are registered with the Company / R&T viz. - Karvy Computershare Private Limited, Madhura Estate, Municipal No. 1-9/13/C, Plot No. 13 and 13C, Madhapur Village, Hyderabad 500 081, Andhra Pradesh).
10. Voting rights shall be reckoned on the paid-up value of Shares registered in the name of the Member on the date of dispatch of the Notice.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
13. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Members may contact Karvy Computershare Private Limited ("Karvy"), the Company's Registrar and Transfer Agents, Madhura Estate, Municipal No. 1-9/13/C, Plot No. 13 and 13C, Madhapur Village, Hyderabad 500 081, Andhra Pradesh or on Tel: +91 40 44655000; Toll Free No. 1800 345 4001 / E-mail: clinvestor@karvy.com. The Postal Ballot Form will also be available at the Registered Office of the Company and at the Office of Karvy as mentioned above and can also be downloaded from the website of the Company: www.reliancecapital.co.in or that of Karvy: <https://karisma.karvy.com>.
14. The Shareholders can opt for any one mode of voting. In case, shareholder(s) cast vote by sending physical form as well as vote through e-voting, then voting done through physical form shall prevail and voting done by e-voting shall be treated as invalid.
15. **Voting through electronic mode**

The Company is pleased to offer e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional. The procedure and instructions for the same are as follows:

- i) Open your web browser during the voting period and navigate to "<https://evoting.karvy.com>".
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- For NSDL :- 8 Character DP ID followed by 8 Digits Client ID For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- <u>Event no.</u> followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. **1800 345 4001** for any further clarifications.
- iv) Members can cast their vote online from July 1, 2014 @ 10.00 A.M to July 3, 2014 @ 6.00 P.M.
- v) After entering these details appropriately, click on "LOGIN".
- vi) 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. Kindly note that this password can be used by the Demat holder for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile #, email 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.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., '**Company Name**'.
- ix) 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 exiting login id and password are to be used.
- x) 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 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 the shareholder do not want to cast, select 'ABSTAIN'.
- xi) 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.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board resolution / Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at anilglohia@gmail.com with copy marked to evoting@karvy.com. The file scanned image of the Board resolution / Authority letter should be in the naming format "Corporate Name Event no."