

dayal and lohia
chartered accountants

Consolidated Scrutinizer's Report on the results of the remote e-voting process and e-voting conducted at the 34th Annual General Meeting (the "AGM") of Reliance Capital Limited (the "Company") held on June 23, 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

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) the remote e-voting process (the "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 (the "Rules") as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations"); and
- (ii) process of voting through electronic voting system during the AGM (the "e-voting") under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules,

on each of the business contained in the Notice dated May 8, 2020 (the "Notice") of the 34th Annual General Meeting of the Members of Reliance Capital Limited held on June 23, 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

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 e-voting during the AGM on the business contained in the Notice of the 34th AGM of the Members of the Company.
3. The Company has appointed M/s. KFin Technologies Private Limited ("Kfintech"), 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 June 19, 2020 to 5:00 P.M. on June 22, 2020.
4. My responsibility as a scrutinizer for the voting process (by remote e-voting and e-voting during the AGM), was restricted to scrutinize the remote e-voting process and e-voting during 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 Kfintech and based on the result of e-voting conducted during the AGM.

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5. Separate Scrutinizer's Reports of even date have been issued on the remote e-voting and on the e-voting conducted during 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 e-voting during the AGM as under:-

Item No. 1:-

Ordinary Resolution to consider and adopt :

- the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and
- the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon.

	Number of members			Number of votes contained in			
	Remote e-voting	e-voting during the AGM	Total	Remote e-voting	e-voting during the AGM	Total	%
In favour	601	24	625	42,04,418	1,34,268	43,38,686	94.7423
Against	34	2	36	2,40,771	5	2,40,776	5.2577
Total	635	26	661	44,45,189	1,34,273	45,79,462	100.0000
Invalid / Abstained	18	1	19	85,09,948	517	85,10,465	---

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated May 8, 2020 has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

Item No. 2:-

Ordinary Resolution for appointment of Mr. A N Sethuraman as a Director.

	Number of members			Number of votes contained in			
	Remote e-voting	e-voting during the AGM	Total	Remote e-voting	e-voting during the AGM	Total	%
In favour	593	25	618	1,28,58,958	1,34,785	1,29,93,743	99.4321
Against	45	2	47	74,202	5	74,207	0.5679
Total	638	27	665	1,29,33,160	1,34,790	1,30,67,950	100.0000
Invalid / Abstained	15	-	15	21,973	-	21,973	---

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated May 8, 2020 has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

Item No. 3:-

Ordinary Resolution for appointment of Mr. Dhananjay Tiwari as a Director.

	Number of members			Number of votes contained in			
	Remote e-voting	e-voting during the AGM	Total	Remote e-voting	e-voting during the AGM	Total	%
In favour	590	25	615	1,28,26,257	1,34,785	1,29,61,042	99.1836
Against	45	2	47	1,06,678	5	1,06,683	0.8164
Total	635	27	662	1,29,32,935	1,34,790	1,30,67,725	100.0000
Invalid / Abstained	18	-	18	22,103	-	22,103	---

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated May 8, 2020 has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

6. In terms of the Notice for the AGM dated May 8, 2020, the Members who have already voted through remote e-voting were not entitled to vote through e-voting during 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 e-voting during the AGM 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 : June 24, 2020

Countersigned by:

For **Reliance Capital Limited**



Chairman / Authorised Person