Notice is hereby given that the 38th Annual General Meeting (AGM) of the Members of Reliance Capital Limited will be held on Friday, December 27, 2024 at 2:00 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

Ordinary Business:

- 1. To consider and adopt:
 - the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of Board of Directors and Auditors thereon; and
 - the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the reports of Auditors thereon.

2. Appointment of Statutory Auditor:

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (hereinafter referred to as 'Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to Guidelines dated April 27, 2021, issued by the Reserve Bank of India (RBI) for Appointment of Statutory Central Auditors (SCAs) / Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (the 'RBI Circular'), approval of shareholders be and is hereby granted to the appointment of M/s. G.D. Apte & Co., Chartered Accountants, (Firm Registration No. 100515W who have confirmed their eligibility for the appointment pursuant to Section 141 of the Act and RBI Circular, as Statutory Auditors of the Company and who was appointed by the Administrator and the Monitoring

Committee as Statutory Auditors the Company w.e.f. September 20, 2024 for a term of three consecutive years, to hold office till the conclusion of the 41st Annual General Meeting, subject to the firm satisfying the eligibility norms each year as per RBI Circular and on such remuneration as may be fixed by the Administrator/Board of Directors.

RESOLVED FURTHER THAT the Administrator/Board of Directors be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For and on behalf of Reliance Capital Limited

> Nageswara Rao Y Administrator

(a Company under Corporate Insolvency Resolution Process by an Order dated December 6, 2019, passed by the Hon'ble NCLT, Mumbai)

The Administrator has been appointed under Rule 5(a)(iii) of the Insolvency and Bankruptcy (Insolvency and Liquidation Proceedings of Financial Service Providers and Application to Adjudicating Authority) Rules, 2019 under the Insolvency and Bankruptcy Code, 2016. The affairs, business and property of Reliance Capital Limited are being managed by the Administrator, Mr. Nageswara Rao Y, who acts as agent of the Company only and without any personal liability.

Registered Office: Reliance Capital Limited Kamala Mills Compound, Trade World B Wing, 7th Floor, S. B. Marg Lower Parel, Mumbai 400 013 CIN: L65910MH1986PLC165645 Website: www.reliancecapital.co.in

December 2, 2024

Notes:

- The Ministry of Corporate Affairs ("MCA") vide its letter dated October 1, 2024, has granted extension of time of 3(three) months to hold the AGM i.e. upto December 31, 2024.
- 2. Upon implementation of the Approved Resolution Plan entire existing share capital of RCL would be cancelled and extinguished, and new share would be allotted to successful resolution applicant who shall be the only shareholder of the Company. In the event of implementation of Approved Resolution Plan and extinguishment of existing share capital before the date of Annual General Meeting, existing shareholders shall have no voting rights at the AGM and shall treat this notice for information purposes only.
- The Ministry of Corporate Affairs ("MCA") has vide its circular dated September 19, 2024 read with circulars dated September 25, 2023, April 08, 2020, April 13, 2020, May 05, 2020, December 28, 2022
- (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, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations") and MCA circulars, the AGM of the Company is being held through VC/OAVM.
- 4. Since the AGM is being held pursuant to the MCA circulars through VC/OAVM without physical attendance of Members, 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.

In compliance with the MCA circulars and the SEBI circular dated October 06, 2023, Notice of the AGM

along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Central Depository Services (India) Limited (CDSL)/National Securities Depositories Limited (NSDL) (collectively referred as "Depositories"). Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website at 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 also on the website of the Registrar and Transfer Agent of the Company, KFin Technologies Limited ("KFintech"/"RTA") at www.kfintech.com.

- Members whose email addresses are not registered, can register the same in the following manner so that they can receive all communication from the Company electronically:
 - Members holding share(s) in physical mode by registering their e-mail ID on the Company's website at http://www.reliancecapital.co.in/Registration-of-Shareholders-information.aspx.; and
 - Members holding share(s) in electronic mode can register/update their e-mail address with their respective Depository Participants ("DPs").
- The Company has engaged the services of KFintech as the authorized agency for conducting the AGM and providing e-voting facility.
- Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- Since the AGM will be held through VC/OAVM, no route map to the venue is annexed with this Notice.
- 10. The relevant Registers and documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to rcl.investor@relianceada.com.
- Members are advised to refer to the section titled 'Investor Information' provided in this Annual Report.
- 12. 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 endeavour to enhance the standards of service to investors.
- 13. Instructions for attending the AGM and e-voting are as follows:
- a. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time

- to time and Regulation 44 of the 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 Friday, December 20, 2024) 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 Monday, December 23, 2024 to 5.00 P.M. (IST) on Thursday, December 26, 2024. At the end of remote e-voting period, the facility shall forthwith be blocked.
- b. Pursuant to SEBI circular No. SEBI/ HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.
- c. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP). Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- d. The voting rights of the Members shall be in proportion to the number of share(s) held by them in the equity share capital of the Company as on the cut-off date being Friday, December 20, 2024. 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 will be entitled to vote at the AGM.
- e. Any person holding share(s) in physical form and non-individual shareholders, who become a Member of the Company after sending of the Notice and hold shares as of the cut-off date, may obtain the login ID and password by sending a request to KFintech at einward.ris@ kfintech.com. However, if he/ she is already registered with KFintech for remote e-Voting, then he/she can use his/her existing User ID and password for casting the e-vote.
- f. In case of individual Members holding shares in demat mode and who become a member of the Company after sending of the Notice and hold share(s) as of the cutoff date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for individual shareholders holding shares in demat mode".
- g. Those 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.
- h. The details of the process and manner for remote e-Voting and AGM are explained herein below:

Part A - E-voting

 Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

individual shareholders holding shares in demat mode.			
Types of shareholder	Login Method		
Securities held in demat mode	urities held 1. User already registered for IDeA emat mode facility:		
with NSDL	i. Visit URL: https://eservices. nsdl. com		
	ii. Click on the "Beneficial Owner"		

- icon under "Login" under 'IDeAS' section.

 iii On the new page, enter User ID.
- iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting."
- iv. Click on company name or ESP and you will be re-directed to the ESP's website for casting the vote during the remote e-voting period.

2. User not registered for IDeAS e-Services

- i. To register click on link : https:// eservices.nsdl.com
- ii. Select "Register Online for IDeAS" or click at https:// eservices.nsdl. com/ SecureWeb/IdeasDirectReg. jsp
- iii. Proceed with completing the required fields.
- iv. Follow steps given in point 1.

3. Alternatively by directly accessing the e-voting website of NSDL Open URL: https:// www.evoting.nsdl.com

- Click on the icon "Login" which is available under 'Shareholder/ Member' section.
- ii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be requested to select the name of the Company and the ESP, i.e. KFintech.
- iv. On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-voting period.

Securities held in demat mode with CDSL

Existing user who have opted for Easi Easiest

Types of shareholder	Login Method	
	 i. Visit URL: https://web.cdslindia. com/ myeasi/home/login or URL: www. cdslindia.com 	
	ii. Click on New System Myeasi.	
	iii. Login with your registered user id and password.	
	iv. The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFintech e-voting portal.	
	v. Click on e-voting service provider name to cast your vote.	
	2. User not registered for Easi / Easiest	
	 i. Option to register is available at https://web.cdslindia.com/myeasi/ Registration/ EasiRegistration 	
	ii. Proceed with completing the required fields.	
	iii. Follow the steps given in point 1.	
	3. Alternatively, by directly accessing the e-voting website of CDSL	
	i. Visit URL: www.cdslindia.com	
	ii. Provide your demat Account Number and PAN No.	
	iii. System will authenticate user by sending OTP on registered Mobile & e-mail as recorded in the demat Account.	
	iv. After successful authentication, user will be provided with the link for the respective ESP i.e. KFintech where the e-voting is in progress.	
Login through Depository Participant Website where demat account is held	 i) You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility. 	
	ii) Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.	
	iii) Click on options available against company name or ESP – KFintech and you will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period	

without any further authentication.

Types of shareholder

Login Method

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Securities with NSDL

type Please contact NSDL helpdesk by Helpdesk details sending a request at evoting@nsdl. co.in held or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Securities with CDSI

held Please contact CDSL helpdesk by sending a request at or contact helpdesk.evoting@cdslindia.com at 022-23058738 or 022- 23058542-43

- II. Access to KFintech e-Voting system in case of shareholders holding shares in physical form and nonindividual shareholders in demat mode:
- (a) Members whose email IDs are registered with theCompany/ DPs, will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
 - Launch internet browser by typing the URL: https:// emeetings.kfintech.com.
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN 8533, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-Voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - Please login again with the new credentials.
 - Vi. On successful login, the system will prompt you to select the "EVEN" and click on "Submit".
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/

- AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will treated as abstained.
- You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote.
- During the voting. period, Members can login any number of times till they have voted on the Resolution(s).
- xiii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-Voting together with attested specimen signature(s) of the duly authorized representative(s) to the Scrutinizer at email id : scrutinizeragl@gmail. com with a copy marked to evoting@kfintech. com. The scanned image of the abovementioned documents should be in the naming format "Corporate Name Even No."
- (b) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice and e-Voting instructions cannot be serviced. will have to follow the following process:
 - Temporarily provide email address and mobile number to KFintech, by sending an e-mail to evoting@kfintech.com. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, Member may write to inward.ris@kfintech. com.
 - Alternatively, Member may send an e-mail request at the email ID einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Part B – Access to join virtual meetings of the Company on KFintech system to participate in AGM and vote thereat

Instructions for all the Members for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting:

- i. Members will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/ KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the 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 above.
- Facility for joining AGM though VC/ OAVM shall open at least 15 minutes before the time scheduled for the Meeting.
- Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid difficulties.
- v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, email ID, mobile number at: https:// evoting.kfintech.com. Queries received by the Company till Thursday, December 26, 2024 (5.00 P.M. IST) shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- viii. Facility of joining the AGM through VC/OAVM shall be available for 1000 members on first come first serve 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

- ix. Those Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit and login through the user ID and password provided by KFintech. On successful login, select 'Speaker Registration'. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- x. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help and Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https:// evoting.kfintech.com (KFintech Website) or send e-mail at evoting@kfintech.com or call KFintech's toll free no. 1800-309-4001.
- xi. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cutoff date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - a. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
 - Example for NSDL: MYEPWD <SPACE> IN12345612345678
 - Example for CDSL: MYEPWD <SPACE> 1402345612345678
 - Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - b. If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech. com/, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- xii. Members who may require any technical assistance or support before or during the AGM may contact KFintech at toll free number 1800-309-4001 or write to them at evoting@kfintech.com.
- 14. The Administrator has appointed Mr. Anil Lohia, Partner or in his absence Mr. Khushit Jain, 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 of the AGM or to 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.kfintech.com.

Reliance Capital Limited

Statement pursuant to Section 102 (1) of the Companies Act, 2013 and pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the accompanying Notice dated May 8, 2020

Item No. 2: Appointment of Statutory Auditor

As per the provisions of Companies Act, 2013 (hereinafter referred to as "the Act") and the relevant Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Administrator and the Monitoring Committee appointed M/s. G.D. Apte & Co., Chartered Accountants (Firm Registration No. 100515W) as Statutory Auditors of the Company w.e.f. September 20, 2024 in place of M/s. Gokhale & Sathe, Chartered Accountants (Firm Registration No. 103264W), who ceased to be Statutory Auditors upon completion of their term w.e.f. September 19, 2024.

Additional information about Statutory Auditors pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) is provided below:

Details	Particulars
Proposed Fees payable to the Statutory Auditors	As may be decided by the Administrator/Board of Directors
Terms of Appointment	For a term of three (3) consecutive years till the conclusion of 41st AGM of the Company
In case of new Auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	There is no material change in the fees.
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory Auditor(s) proposed to be appointed	The firm was established by Late Mr. G. D. Apte in 1930 as a proprietary concern which became a partnership firm in 1957. M/s. G.D. Apte & Co., Chartered Accountants is one of the oldest and most reputed firm of chartered accountants having a rich experience of over eight decades in the domains of audit, assurance taxa on and financial advisory.
	The team consists of 13 vastly experienced partners and more than 200 professionals, including over 40+ full time Chartered Accountants and 25+ banking alumni and has specialisation in the Statutory Audit of Banks, Insurance Companies and NBFCs.
	M/s. G.D. Apte & Co., Chartered Accountants holds the 'Peer Review' certificate as issued by 'ICAI'.

None of the Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in this resolution set out at Item no. 2 of the Notice.