Reliance Capital Limited
570, Rectifier House
Naigaum Cross Road
Wadala (W), Mumbai - 400 031
CIN : L65910MH1986PLC165645

Tel : +91 22 3047 9243
Fax: +91 22 3032 7202
www.reliancecapital.co.in

December 26, 2014

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

BSE Scrip Code: 500111

The Manager
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

NSE Symbol: RELCAPITAL

Dear Sirs,

Sub: Notice of Extraordinary General Meeting.

In continuation to our letter dated December 25, 2014, we enclose herewith 6 copies of the Notice along with e-voting form, convening the Extraordinary General Meeting of members of the Company scheduled to be held on Friday, January 23, 2015 at 10:00 A.M. at Auditorium, Reliance Energy Management Institute, Jogeshwari Vikhroli Link Road, Opp. SEEPZ, Mumbai 400 060 for your information and records.

Thanking you.

Yours faithfully,
For **Reliance Capital Limited**

V. R. Mohan
President & Company Secretary

Encl.: As above.

C.C. The Secretary - National Securities Depository Limited
The Secretary - Central Depository Services (India) Limited
Karvy Computershare Private Limited, Hyderabad

Reliance Capital Limited
Registered Office: H Block, 1st Floor,
Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710
CIN: L65910MH1986PLC165645
Tel: +91 22 3047 9800, Fax: +91 22 3032 7202
E-mail: rcl.investor@relianceada.com
Website: www.reliancecapital.co.in

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Reliance Capital Limited will be held on Friday, January 23, 2015 at 10:00 A.M. at Auditorium, Reliance Energy Management Institute, Jogeshwari Vikroli Link Road, Opp. SEEPZ, Mumbai 400 060 to transact the following Business as a special business:

1. Preferential Issue of Equity Shares

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the Section 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("ICDR Regulations"), and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorised on behalf of the Company to create, offer, issue and allot, from time to time and in one or more tranches, upto 70,00,000 Equity Shares of a face value of ₹ 10/- each to Sumitomo Mitsui Trust Bank, Limited ("SMTB"), by way of a private placement and a Preferential Issue, through offer letter and/or circular and/or information memorandum and/or private placement memorandum and/or such other documents / writings, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, at a price of ₹ 530/- (Rupees five hundred thirty only) (including a premium of ₹ 520/- (Rupees five hundred twenty only)) per Equity Share which price is not less than the minimum price at which the Equity Shares are permitted to be issued as per the ICDR Regulations ("Issue Price").

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be December 24, 2014, being the date 30 days prior to the date of this Extraordinary General Meeting scheduled to be held on January 23, 2015.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to SMTB in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in the manner aforesaid shall rank pari-passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares, issuing certificates / clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution and delegate all or any of the powers herein conferred by above resolution to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person."

Registered Office:
H Block, 1st Floor,
Dhirubhai Ambani Knowledge City,
Navi Mumbai 400 710
CIN : L65910MH1986PLC165645
Website: www.reliancecapital.co.in
December 25, 2014

By order of the Board of Directors

V. R. Mohan
President & Company Secretary

Notes:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted at the Extraordinary General Meeting ("EGM") is annexed hereto.
2. **A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on a poll, instead of herself / himself and the proxy need not be a member of the company. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the EGM. A Proxy form is sent herewith.**
3. **A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.**

4. Corporate members intending to send their authorized representatives to attend the EGM are requested to send to the Company a certified true copy of their board resolution authorising their representatives to attend and vote on their behalf at the EGM.
5. Members / Proxies are requested to bring their duly filled attendance slip sent herewith at the EGM.
6. Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Regd. Folio number in the Attendance Slip for attending the EGM to facilitate identification of membership at the EGM.
7. Only registered members of the Company or any proxy appointed by such registered member may attend the EGM as provided under the provisions of the Companies Act, 2013.
8. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rules made there under and Clause 35B of the Listing Agreement, the Company is offering e-voting facility to all Members of the Company through Notice dated December 25, 2014 and the business may be transacted through e-voting services provided by Karvy Computershare Private Limited ("Karvy"), our Registrar and Transfer Agent will be facilitating e-voting to enable the Members to cast their vote electronically. The Members can cast their vote online from 10:00 A.M. on January 17, 2015 to 6:00 P.M. on January 19, 2015. The Members shall refer to the detailed procedure on e-voting given in the e-voting Notice.
9. The instructions for e-voting are set out in the e-voting form annexed with this Notice.
10. The Board of Directors have appointed Shri Anil Lohia, Partner, Dayal & Lohia, Chartered Accountants as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall, within a period not exceeding three working days from the conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not being in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of EGM. The results on Resolution shall be declared at or after the EGM and subject to the receipt of requisite votes, the Resolution shall be deemed to be passed on the date of the EGM. The results declared alongwith the scrutinizer's report will be available on the website of the Company (www.reliancecapital.co.in) and on Karvy's website (https://evoting.karvy.com) within two days of passing of the Resolution.
11. Notice of the EGM along with Attendance Slip, Proxy Form and a letter giving the process, instructions and the manner of conducting E-voting is being sent electronically to all the members whose email IDs are registered with the Company / Depository Participants(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days except Saturdays between 11:00 A.M. and 1:00 P.M. up to the date of the EGM.
13. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive any communication from the Company electronically.

Statement pursuant to Section 102 of the Companies Act, 2013.

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the special business mentioned in the accompanying Notice dated December 25, 2014.

Item No. 1

Your Company is one of India's leading private sector financial services companies. It ranks amongst the top private sector financial services and banking groups, in terms of net worth. The Company is a constituent of CNX Nifty Junior and MSCI India. Your Company has interests in asset management and mutual funds; life and general insurance; commercial and home finance; stock broking; wealth management services; distribution of financial products; asset reconstruction; proprietary investments and other activities in financial services.

The Company and Sumitomo Mitsui Trust Bank, Limited (the "SMTB") have been evaluating a strategic alliance for the establishment of a Universal Bank. SMTB is a company incorporated and registered in Tokyo, Japan, with business operations in Japan, Singapore and the United States. SMTB offers a broad range of banking and financial services and consulting services. The central focus of SMTB's business is on various banking services outside India. Sumitomo Mitsui Trust Bank, a core part of Sumitomo Mitsui Trust Group of Japan is the fourth largest bank in Japan managing assets of US$ 680 billion and with assets under custody of US$ 1.8 trillion. The Company and SMTB have agreed to explore and engage on collaborating in a variety of areas of potential synergies and mutual benefits in respect of the current lines of business operations and specifically for the establishment of the Universal Bank.

While your Company and SMTB will agree the details of each business area in which they will work together and the terms and conditions of each such proposal will be agreed in formal and definitive agreements to be executed at that time between the Company and SMTB. SMTB and the Company have agreed that the proposed subscription by SMTB to the Company's equity shares in accordance with the terms and conditions set out in the Share Subscription Agreement entered into between the Company and SMTB. Briefly:

- The aggregate value of SMTB's subscription will be ₹ 371 crore;
- The price per share has been determined in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("ICDR Regulations"). The "Relevant Date" for the purpose of calculating the price of Equity Shares is December 24, 2014, being the date 30 days prior to the date of the Extraordinary General Meeting scheduled to be held on January 23, 2015;
- The issue and allotment of the equity shares to SMTB, as well as listing of those shares, will be in accordance with applicable laws including without limitation the ICDR Regulations, and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchanges;
- On subscription, SMTB will have rights accruing to it *pro rata* to its shareholding;
- In certain circumstances illustratively, as per the provisions of the Strategic Alliance Agreement entered into between the Company and SMTB, SMTB may put the shares it has been allotted to the Affiliates of the Company which must acquire those shares in accordance with applicable law; and
- The Company has issued an indemnity to SMTB in respect of certain matters set out in the Share Subscription Agreement. The indemnity period is 3 years and the amount of indemnity is capped at the aggregate subscription amount to be invested by SMTB.

Consequentially, the Company has proposed to seek authorisation of the Members of the Company in favour of the Board of Directors ("Board" which expression for the purposes of this resolution shall include any committee of Directors constituted by Board), as may be decided by the Board from time to time, without the need of any further approval from the Members, to enhance its equity base by way of a Preferential Issue, in accordance with the provisions of the Companies Act, 2013, the ICDR Regulations and the other applicable provisions of law, as amended from time to time, as set out in the special resolution at Item No.1 of the accompanying Notice.

The other disclosures in accordance with the Companies Act, 2013, the ICDR Regulations and the other applicable provisions of law, in relation to the Special Resolution set out in the accompanying Notice are as follows:

1. The objects of the Preferential Issue: To augment long term resources of the Company for repayment of debt, and for general corporate purposes, as the Board may from time to time decide.
2. The total number of equity shares to be issued: 70,00,000 equity shares.
3. The price at which the allotment is proposed is described at point 4 below.
4. Relevant date with reference to which the price has been arrived at: In accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Equity Shares shall be December 24, 2014, being the date 30 days prior to the date of this Extraordinary General Meeting to be held on January 23, 2015. The price so calculated is ₹ 529.40 (Rupees five hundred twenty nine and paise forty only) per Equity Share. The minimum issue price of each Equity Share is fixed at ₹ 530 (Rupees five hundred thirty only).
5. The class or classes of persons to whom the allotment is proposed to be made: Non Promoter.
6. Intention / proposal of the promoters or directors or key managerial / management personnel of the Company to subscribe to the offer: None of the promoters or directors or key managerial / management personnel of the Company proposes to subscribe to equity shares in the offer.
7. The proposed time within which the Preferential Issue / allotment shall be completed: The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.
8. The names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue: Equity Shares shall be allotted to SMTB. Sumitomo Mitsui Trust Holdings, Inc. are the ultimate beneficial owners of SMTB. SMTB will be holding 2.77 per cent of the post preferential issue capital of the Company. There will be no change in the control or composition of the Board of the Company consequent to the said Preferential Issue.
9. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
10. The pre issue and post issue shareholding pattern of the Company: The shareholding pattern of the Company pre and post the preferential allotment, is given below:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A	**Promoters' holding:**				
(1)	Indian:				
	Individuals	11 66 014	0.48	11 66 014	0.46
	Bodies Corporate	13 18 16 289	53.66	13 18 16 289	52.18
	Sub -Total	**13 29 82 303**	**54.14**	**13 29 82 303**	**52.64**
(2)	Foreign Promoters	-	-	-	-
	Sub -Total (A)	**13 29 82 303**	**54.14**	**13 29 82 303**	**52.64**
B	**Non Promoters' holding:**				
(1)	Institutional Holders / Investor	6 75 29 985	27.49	7 45 29 985	29.50
(2)	Non Institution:				
	Private Corporate Bodies	59 61 287	2.43	59 61 287	2.36
	Directors and Relatives	-	-	-	-
	Indian Public	3 73 92 430	15.22	3 73 92 430	14.80
	Others (Including NRIs)	11 55 135	0.47	11 55 135	0.46
	Custodian for GDR	6 11 660	0.25	6 11 660	0.24
	Sub Total (B)	**11 26 50 497**	**45.86**	**11 96 50 497**	**47.36**
	Grand Total	**24 56 32 800**	**100.00**	**25 26 32 800**	**100.00**

Note: Holding of Promoter(s) include 16,00,000 (0.65%) equity shares of the Company held by Reliance ADA Group Trustees Private Limited in its capacity as the Trustees for and on behalf of RCAP ESOS Trust. This holding of RCAP ESOS Trust is included as part of promoters holding as a matter of abundant caution.

11. Auditors' Certificate: A copy of certificate from the Statutory Auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations, shall be placed before the shareholders of the Company at the Extraordinary General Meeting and will also be open for inspection by the Members.
12. Lock-in: The Equity Shares allotted on a preferential basis to SMTB shall be subject to 'lock-in' for a period of one year from the date of trading approval as per Regulation 78(2) of the ICDR Regulations.
13. The Company undertakes that if required, the price shall be re-computed in terms of the provision of the ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottee.

The Board at its meeting held on December 25, 2014 has approved the issue and allotment of Equity Shares on preferential basis in the manner stated hereinabove.

The provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1)(a) of the ICDR Regulations, require the Company to seek the approval of the Members by way of Special Resolution, to issue Equity Shares on Preferential basis.

The Board of Directors accordingly recommend the Special Resolution set out at Item No.1 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution, except to the extent of their equity holdings in the Company.

Registered Office:
H Block, 1st Floor,
Dhirubhai Ambani Knowledge City,
Navi Mumbai 400 710
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Website: www.reliancecapital.co.in

December 25, 2014

By order of the Board of Directors

V. R. Mohan
President & Company Secretary

Reliance Capital Limited
Registered Office: H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710
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ATTENDANCE SLIP
EXTRAORDINARY GENERAL MEETING

*DP Id. / Client Id		Name and Address of the Registered Shareholder
Regd. Folio No.		
No. of Share(s) held		

(* Applicable for investors holding share(s) in electronic form)

I certify that I am registered shareholder / proxy for the registered shareholder of the Company.

I/ We hereby record my/our presence at the **Extraordinary General Meeting** of the Members of Reliance Capital Limited held on Friday, January 23, 2015 at 10:00 A.M. at Auditorium, Reliance Energy Management Institute, Jogeshwari Vikroli Link Road, Opp. SEEPZ, Mumbai 400 060.

Member's / Proxy's Signature

Note: Please complete this and hand it over at the entrance of the hall.

---------- TEAR HERE ----------

Reliance Capital Limited
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PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s)	
Registered Address	
E-mail Id	
*DP Id. / Client Id	
Regd. Folio No.	

(* Applicable for investors holding share(s) in electronic form)

I / We, being the member(s) of ..... shares of the above named company, hereby appoint:

(1) Name: ..... Address: .....
E-mail Id: ..... Signature..... or failing him

(2) Name: ..... Address: .....
E-mail Id: ..... Signature..... or failing him

(3) Name: ..... Address: .....
E-mail Id: ..... Signature..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extraordinary General Meeting** of the Company, to be held on Friday, January 23, 2015 at 10:00 A.M. at Auditorium, Reliance Energy Management Institute, Jogeshwari Vikroli Link Road, Opp. SEEPZ, Mumbai 400 060, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Matter of Resolution	For	Against
1.	Preferential Issue of Equity Shares		

Signed this _____ day of _____ , 2015.

Affix Revenue Stamp

Signature of the Shareholder _____

Signature of Proxy holder(s) _____

Note: This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

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Reliance Capital Limited
Registered Office: H Block, 1st Floor,
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E-mail: rcl.investor@relianceada.com
Website: www.reliancecapital.co.in

Reference 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 Share(s) held :

(*Applicable to investors holding share(s) in dematerialized form)

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Reliance Capital Limited ("the Company") is offering e-voting facility to its Members in respect of the business to be transacted at the Extraordinary General Meeting scheduled to be held on Friday, January 23, 2015 at 10:00 A.M., at Auditorium, Reliance Energy Management Institute, Jogeshwari Vikroli Link Road, Opp. SEEPZ, Mumbai 400 060.

The Company has engaged Karvy Computershare Private Limited ("Karvy") as the authorised agency to provide e-voting facility. The e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password/PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From 10:00 A.M. on January 17, 2015.

End of e-voting : Up to 6:00 P.M. on January 19, 2015.

Please read the instructions printed overleaf before exercising the vote. This communication forms an integral part of the Notice of the Company dated December 25, 2014 for the Extraordinary General Meeting scheduled to be held on January 23, 2015 which is being mailed to you with this communication. Attention is invited to the statement on the accompanying Notice that the business of the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

The notice for the Extraordinary General Meeting and this communication are also available on the website of the Company at www.reliancecapital.co.in.

Yours faithfully,
for **Reliance Capital Limited**

Mumbai
December 25, 2014

V. R. Mohan
President & Company Secretary

Instructions and other information relating to e-voting are as under:

1. The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically. 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 in the letter. Your Folio No./DP ID - 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 :- Event no. followed by Folio Number registered with the Company
Password	Your unique password is printed overleaf / sent via email 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.

   iii) Members can cast their vote on-line from 10:00 A.M. on January 17, 2015 up to 6:00 P.M. on January 19, 2015.

   iv) After entering these details appropriately, click on "LOGIN".

   v) 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 Karvy e-Voting platform. 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 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.

   vi) You need to login again with the new credentials.

   vii) On successful login, system will prompt you to select the 'Event' i.e., 'Company Name'.

   viii) 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.

   ix) 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'.

   x) 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.

   xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

   xii) Corporate/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 'evoting@karvy.com'. The file / scanned image of the Board resolution / Authority letter should be in the naming format 'Corporate Name Event no.'.

2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again.

3. 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 Friday, December 19, 2014.

4. In case of any query pertaining to e-voting, please visit Help and FAQs section available at Karvy's website https://evoting.karvy.com or contact our toll free No. 1800 4250 999.

www.sapprints.com