Reliance Capital Limited
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Wadala (W), Mumbai - 400 031
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September 30, 2014

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

The Manager
The National Stock Exchange of India Limited
Exchange Plaza, C/1, Block G
Bandra - Kurla Complex, Bandra (East)
Mumbai 400 051
NSE Symbol: RELCAPITAL

Dear Sir,

Sub: Proceedings of 28th Annual General Meeting held on September 30, 2014.

We wish to inform you that the 28th Annual General Meeting of the Company was held today, i.e. September 30, 2014. The members of the Company have duly approved, vide e-voting, all the businesses as specified in the notice convening the said meeting viz.

1. a) Adoption of audited financial statement of the Company for the financial year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon, and

   b) Adoption of audited consolidated financial statement of the Company for the financial year ended March 31, 2014 and the report of the Auditors thereon.

2. Declaration of dividend of Rs.8.50/- per equity share (85%) of Rs.10 each for the financial year 2013-2014 to those members whose names appeared in the Register of Members on the date of book closure fixed by the Company.

3. Re-Appointment of Shri Amitabh Jhunjhunwala (DIN:00045174), as a Director of the Company, liable to retire by rotation.

4. Appointment of M/s. Chaturvedi & Shah, Chartered Accountants and M/s. B S R & Co. LLP, Chartered Accountants, as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, at a remuneration to be decided by the Board of Directors.

5. Appointment of Shri Rajendra Prabhakar Chitale (DIN:00015986) as an Independent Director of the Company to hold office for a term up to five consecutive years from the date of Annual General Meeting.

6. Appointment of Dr. Bidhubhusan Samal (DIN:00007256) as an Independent Director of the Company to hold office for a term up to five consecutive years from the date of Annual General Meeting.

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7. Appointment of Shri Vijayendra Nath Kaul (DIN:03070263) as an Independent Director of the Company to hold office for a term up to five consecutive years from the date of Annual General Meeting.

8. Appointment of Smt. Chhaya Virani (DIN:06953556) as a Director of the Company, liable to retire by rotation.

9. Approval for Private Placement of Non-Convertible Debentures and/or other Debt Securities.

We also wish to inform you that at the AGM, our Shareholders appreciated the steps taken by the Company to facilitate larger shareholders' participation, *inter alia,* by holding the Company's AGM on the same day and at the same venue as that of the AGMs of other Reliance Group Companies, where a substantial number of Shareholders are common. Shareholders desired this practice to be continued.

We request you to kindly bring the aforesaid information to the notice of your members.

Thanking you.

Yours faithfully,
For **Reliance Capital Limited**

V. R. Mohan
President & Company Secretary