RELIANCE CAPITAL

Reliance Capital Limited
Reliance Centre, 6th Floor, North Wing
Off Western Express Highway
Santacruz (East), Mumbai - 400 055.

T +91 22 4303 1000
F +91 22 4303 6664

December 20, 2019

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001
BSE Scrip Code: 500111

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051
NSE Scrip Symbol: RELCAPITAL

Dear Sir(s),

Sub.: Notice of meeting of the Debenture Holders

This is to inform that the meeting of the Debenture holders of Reliance Capital Limited will be held on Friday, January 17, 2020 at 4:00 p.m. at Reliance Centre, Off Western Express Highway, Santacruz (East), Mumbai 400 055 (the 'Meeting').

The Notice of the Meeting of the Debenture holders is enclosed herewith.

Thanking you.

Yours faithfully,
For **Reliance Capital Limited**

Atul Tandon
Company Secretary & Compliance Officer

Encl.: As Above.

RELIANCE CAPITAL LIMITED
CIN: L65910MH1986PLC165645
Registered Office: Reliance Centre, Ground Floor,
19, Walchand Hirachand Marg, Ballard Estate, Mumbai 400 001
Tel No.: 022 4303 1000, **Fax:** 022 4303 6664
Website: www.reliancecapital.co.in
E-mail: rcl.investor@karvy.com

NOTICE CONVENING MEETING OF THE DEBENTURE HOLDERS

Notice is hereby given that a meeting of the debenture holders of Reliance Capital Limited (the "**Company**") is scheduled to be held on Friday, January 17, 2020 at 4:00 P.M. at Reliance Centre, Off Western Express Highway, Santacruz (East), Mumbai 400 055, to transact the following business:

Business to be transacted:

Special Business

1. Withdrawal of proceedings initiated before the Debt Recovery Tribunal

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

"**RESOLVED THAT** pursuant to the provisions of the various debenture trust deed(s), dated February 24, 2012, August 9, 2012, October 30, 2012, December 27, 2012, March 12, 2013, May 14, 2013, July 30, 2013, March 14, 2014, December 10, 2014, October 24, 2016, July 21, 2017 and July 18, 2018 and debenture trustee agreement dated May 9, 2011 and April 17, 2013 entered into between Vistara ITCL (India) Limited, acting in its capacity as the debenture trustee ("**Trustee**") and the Company ("**DTDs**"), in relation to the issuance of non-convertible and redeemable debentures on private placement basis to various investors across multiple series as per details given in explanatory statement ("**Debenture Holders**") and subject to other applicable laws, rules, regulations, guidelines, contracts, if any, consent and approval of the Debenture Holders be and is hereby granted to the Trustee to withdraw and/or keep in abeyance the proceedings initiated against the Company before the Debt Recovery Tribunal, Mumbai ("**DRT**").

RESOLVED FURTHER THAT pending finalisation and implementation of the resolution plan in relation to the Company, no legal or other coercive action be initiated against the Company before any court, tribunal or authority for recovery and / or enforcement of the security interest provided in terms of the DTDs for the benefit of all the Debenture Holders."

2. Constitution of a Committee of Debenture Holders

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

"**RESOLVED THAT** pursuant to the provisions of the various debenture trust deed(s), dated February 24, 2012, August 9, 2012, October 30, 2012, December 27, 2012, March 12, 2013, May 14, 2013, July 30, 2013, March 14, 2014, December 10, 2014, October 24, 2016, July 21, 2017 and July 18, 2018 and debenture trustee agreement dated May 9, 2011 and April 17, 2013 entered into between Vistara ITCL (India) Limited, acting in its capacity as the debenture trustee ("**Trustee**") and the Company ("**DTDs**"), in relation to the issuance of non-convertible and redeemable debentures on private placement basis to various investors across multiple series ("**Debenture Holders**") and subject to other applicable laws, rules, regulations, guidelines, contracts, if any, the consent and approval of the Debenture Holders be and is hereby granted to the Trustee, for constitution of a Committee of Debenture Holders ("**CoDH**"), to consider, finalise, approve and propose to the Debenture Holders for their approval, a resolution plan ("**DHRP**") at their duly convened meeting.

RESOLVED FURTHER THAT the CoDH shall be authorised to take all or any of the following steps, for and on behalf of the Debenture Holders:

a. To instruct the Trustee to take measures, in consultation with the Company when deemed necessary, to protect and maximize the value of assets of the Company charged for the benefit of Debenture Holders in terms of the DTDs;

b. To discuss and engage with the Company to formulate the draft DHRP for the benefit of the Debenture Holders;

c. To agree on the methodology and process for implementation of the DHRP, in a fair and transparent manner;

d. To instruct the Trustee to take measures to safeguard and ring-fence the proceeds of monetization of the assets of the Company, for the benefit of the Debenture Holders;

e. To propose the DHRP and / or amendment to the DTDs, if any, for approval by the Debenture Holders at a duly convened meeting; and for such purpose, to instruct the Trustee to convene meeting(s) of Debenture Holders in terms of the DTDs at a shorter notice, as may be deemed necessary;

f. Monitoring the distribution of asset monetization proceeds, as per the DHRP, as approved by the Debenture Holders at their duly convened meeting; and

g. To take all such steps and deal with all such matters and give such instructions to Trustee as the Debenture Holders deem appropriate.

RESOLVED FURTHER THAT CoDH shall be authorised to determine its composition including any change thereto from time to time and shall formulate the manner of proceedings and the decision making process at the meeting(s) of CoDH.

RESOLVED FURTHER THAT the DHRP, as approved by the CoDH and / or any amendment to the Trust Deed, if any, shall further be subject to approval by Debenture Holders by way of Special Resolution (i.e. by 75% majority) passed at their duly convened meeting, in terms of the DTD.

RESOLVED FURTHER THAT the Trustee, in consultation with the Company, be and is hereby authorised to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto; and authorise its officials for the aforesaid purpose, as may be deemed fit to give effect to this Resolution."

By order of the Board of Directors

Atul Tandon
Company Secretary & Compliance Officer

Registered Office:
Reliance Centre, Ground Floor
19, Walchand Hirachand Marg
Ballard Estate, Mumbai 400 001
CIN: L65910MH1986PLC165645
Website: www.reliancecapital.co.in

December 20, 2019

NOTES:

(1) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended, from time to time (the "**Act**"), relating to the Special Business to be transacted at the Meeting of the Debenture Holders (the "**Meeting**") is annexed.

(2) A DEBENTURE HOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN HER/HIS STEAD AND A PROXY NEED NOT BE A DEBENTURE HOLDER OF THE COMPANY. DEBENTURE HOLDERS DESIROUS OF APPOINTING PROXIES ARE REQUESTED TO DELIVER DULY COMPLETED PROXY FORMS (IN THE FORM ATTACHED HERETO) TO THE COMPANY'S REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS PRIOR TO THE TIME FIXED FOR THE MEETING.

(3) Debenture-holders / proxies attending the Meeting in person are requested to complete the attendance slip (in the form attached hereto) and handover the same at the Meeting.

(4) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

(5) All the relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Debenture Holders of the Company 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 Meeting.

(6) Every Debenture Holder during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, would be entitled to inspect the proxies lodged at any time during the business hours of the Company (i.e. between 10:00 A.M. to 5:00 P.M.), provided that not less than three (3) days prior notice in writing of the intention so to inspect is given to the Company.

(7) Any Body Corporate(s) intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company, a certified true copy of the relevant resolution/ power of attorney authorizing their representative(s) to attend and/or vote on their behalf.

(8) In compliance with the provisions of Section 108 of the Act read with Rules made thereunder and applicable provisions of the Listing Regulations, the Company is offering e-voting facility to all Debenture Holders of the Company through Notice dated December 20, 2019 (remote e-voting). A person, whose name is recorded in the Register of Debenture Holders or in the Register of Beneficial owner (in case of electronic holding) maintained by the depositories as on the cut-off date i.e. January 10, 2020 only shall be entitled to avail the facility of remote e-voting / voting. KFin Technologies Private Limited (KFin) will be facilitating remote e-voting to enable the Debenture Holders to cast their votes electronically. The Debenture Holders can cast their vote online from 10:00 A.M. on January 14, 2020 to 5:00 P.M. on January 16, 2020. The Debenture Holders shall refer to the detailed procedure on remote e-voting given in the e-voting instruction slip. The facility for voting shall also be available at the Meeting. The Debenture Holders who have cast their votes by remote e-voting prior to the Meeting may also attend the Meeting, but shall not be entitled to cast their votes again at the Meeting. The Board of Directors have appointed Mr. Anil Lohia, Partner or in his absence Mr. Chandras Dayal, Partner, M/s. Dayal and Lohia, Chartered Accountants as the scrutinisers to scrutinise the voting process in a fair and transparent manner. The result of the voting will be submitted to the Stock Exchanges and posted on the website of the Company and also on the website of KFin.

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013 to the Notice dated December 20, 2019

Item Nos. 1 and 2:

In terms of the various debenture trust deed(s), dated February 24, 2012, August 9, 2012, October 30, 2012, December 27, 2012, March 12, 2013, May 14, 2013, July 30, 2013, March 14, 2014, December 10, 2014, October 24, 2016, July 21, 2017 and July 18, 2018 and debenture trustee agreement dated May 9, 2011 and April 17, 2013 entered into between Vistara ITCL (India) Limited, acting in its capacity as the debenture trustee ("**Trustee**") and the Company ("**DTDs**"), in relation to the issuance of non-convertible and redeemable debentures ("**Debentures**") on private placement basis to various investors across multiple series ("**Debenture Holders**"), the Company has issued following series of Debentures:

A. Secured Non – Convertible Debentures:

Sr. No.	Debenture Trust Deed dated	ISIN	Issue Amount (Rs. in crore)
1	February 24, 2012	INE013A07NU3	15
2	August 9, 2012	INE013A07PP8	5
3		INE013A07PR4	5
4	October 30, 2012	INE013A07QJ9	22
5		INE013A07QQ4	10
6		INE013A07QX0	500
7		INE013A07QY8	50
8		INE013A07RA6	40
9		INE013A07RT6	10
10	December 27, 2012	INE013A07SK3	60
11		INE013A07TA2	7
12	March 12, 2013	INE013A07TN5	75
13		INE013A07TV8	10
14	May 14, 2013	INE013A07UY0	500
15	July 30, 2013	INE013A07WB4	1,500
16		INE013A07WU4	150
17	March 14, 2014	INE013A07A33	1,070
18		INE013A07A66	40
19		INE013A07G11	15
20		INE013A07I01	20
21		INE013A077M0	1,355
22	December 10, 2014	INE013A07O03	15
23		INE013A07S41	15
24		INE013A07Y19	2
25		INE013A07Y27	19
26		INE013A071A8	10
27		INE013A075A9	10
28		INE013A076A7	5
29		INE013A079A1	10
30		INE013A07OC6	200
31		INE013A075C5	50
32		INE013A077C1	20
33		INE013A07OD4	25
34		INE013A075D3	14
35		INE013A079D5	1,250
36		INE013A07OE2	250
37		INE013A071E0	500
38		INE013A075G6	50
39		INE013A077G2	25

Sr. No.	Debenture Trust Deed dated	ISIN	Issue Amount (Rs. in crore)
40		INE013A076G4	190
41		INE013A079G8	25
42		INE013A07X10	1
43		INE013A07X69	1
44		INE013A07Z42	6
45		INE013A07Z59	7
46		INE013A07Z75	2
47		INE013A07Z83	2
48		INE013A071B6	1
49		INE013A077B3	1
50		INE013A071D2	20
51		INE013A078E5	5
52		INE013A079F0	1
53		INE013A070G7	1
54		INE013A070H5	5
55	October 24, 2016	INE013A073H9	1,000
56		INE013A074H7	500
57		INE013A075H4	300
58		INE013A076H2	200
59		INE013A078H8	30
60		INE013A071I1	45
61		INE013A072L3	20
62		INE013A073L1	350
63		INE013A074L9	150
64		INE013A072M1	25
65		INE013A073M9	50
66		INE013A076M2	450
67		INE013A076O8	400
68		INE013A077H0	5
69		INE013A072I9	1
70		INE013A074I5	3
71		INE013A078I6	5
72		INE013A079I4	3
73		INE013A070J1	3
74		INE013A071J9	3
75		INE013A072J7	4
76		INE013A073J5	18
77		INE013A075J0	3
78		INE013A075K8	26
79		INE013A077K4	5
80		INE013A079K0	20
81		INE013A070L7	15
82		INE013A077L2	7
83		INE013A071M3	1
84		INE013A074M7	2
85		INE013A078M8	9
86		INE013A070O1	5
87		INE013A077M0	145
88	July 21, 2017	INE013A074P0	1,000
89		INE013A076P5	165

Sr. No.	Debenture Trust Deed dated	ISIN	Issue Amount (Rs. in crore)
90		INE013A077P3	170
91		INE013A078P1	165
92		INE013A070R4	900
93		INE013A071P6	7
94		INE013A072Q2	18
95		INE013A077Q1	10
96		INE013A078Q9	28
97		INE013A071R2	31
98		INE013A072R0	14
99		INE013A074R6	16
100		INE013A075R3	33
101		INE013A078R7	52
102		INE013A079R5	18
103		INE013A071S0	13
104		INE013A073S6	11
105		INE013A074S4	22
106		INE013A076S9	29
107		INE013A077S7	2
108	July 18, 2018	INE013A070S2	150
109		INE013A076S9	2

B. Unsecured Non – Convertible Debentures:

Sr. No.	Debenture Trustee Agreement dated	ISINs	Issue Amount (Rs. in crore)
1	May 9, 2011 and April 17, 2013	INE013A08101	15
2		INE013A08119	25
3		INE013A08135	142
4		INE013A08143	150
5		INE013A08150	40
6		INE013A08168	20
7		INE013A08176	10
8		INE013A08184	10
9		INE013A08192	25
10		INE013A08200	50
11		INE013A08218	3
12		INE013A08226	26
13		INE013A08234	25
14		INE013A08242	20
15		INE013A08259	50
16		INE013A08267	300
17		INE013A08275	25
18		INE013A08283	45
19		INE013A08291	5
20		INE013A08309	6
21		INE013A08317	20
22		INE013A08325	8
23		INE013A08333	20
24		INE013A08341	5
25		INE013A08358	110
26		INE013A08366	250

In terms of the DTDs, the Trustee acting as the debenture trustee for multiple series of debentures and collectively represent 93% (ninety three percent) of total debt of the Company.

The Debenture Holders are aware that due to several adverse events in the financial services sectors in the recent past, the Company has not been able to meet its debt obligations since mid-October 2019, which has been intimated to stock exchanges and the Trustee on a continuous basis.

The Trustee has initiated proceedings against the Company before the Debt Recovery Tribunal, Mumbai ("**DRT**"). Such process would destroy the value of assets held by the Trustee as security interest in relation to the Debentures. Such process is also likely to be very time consuming and uncertain and would be prejudicial to the interests of all the Debenture Holders.

Considering the above and in order to maximise the value for the Debenture Holders, the Company recommends that such proceeding before DRT be withdrawn and/or kept in abeyance pending finalization and implementation of a Resolution Plan, as mentioned in the Resolution set out at Item No. 1 of the Notice.

The Company also recommends a Debenture Holders led Resolution Plan ("**DHRP**"), with the following objectives:

- value protection and maximization;
- maximum recovery for all creditors;
- fair, transparent and time bound process with certainty;
- ring-fencing of asset monetisation proceeds; and
- equitable distribution of asset monetisation proceeds to all Debenture Holders.

The DHRP shall ensure that resolution process is monitored and controlled by the Debenture Holders themselves. For such purpose the Company, the Debenture Holders and Trustee shall engage to formulate and arrive at a Resolution Plan, which shall again be placed before the Debenture Holders at a duly convened meeting in terms of the DTDs and shall be subject to approval by way of Special Resolution in terms of the DTDs. It may be noted that the Debenture Holders shall continue to have the right to file proceedings before DRT, at any time.

With this intent, the Company seeks Debenture Holders' consent / approval to the Trustee to constitute a Committee of Debenture Holders, with such representation and with such terms of reference as mentioned in Resolution set out at item No. 2 of the Notice.

As per the terms of the DTD(s), the Debenture Holders can provide their assent to the resolution(s) proposed in the Notice by passing Special Resolution(s).

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the above resolution.

The Board accordingly recommends the special resolution(s) set out at item nos. 1 and 2 of the accompanying notice for approval of the Debenture Holders.

By order of the Board of Directors

Atul Tandon
Company Secretary & Compliance Officer

Registered Office:
Reliance Centre, Ground Floor
19, Walchand Hirachand Marg
Ballard Estate, Mumbai 400 001
CIN: L65910MH1986PLC165645
Website: www.reliancecapital.co.in

December 20, 2019

Reliance Capital Limited
Registered Office: Reliance Centre, Ground Floor, 19, Walchand Hirachand Marg, Ballard Estate, Mumbai 400 001
CIN: L65910MH1986PLC165645, Tel.: +91 22 4303 1000, Fax: +91 22 4303 6664
Website: www.reliancecapital.co.in, E-mail: rcl.investor@relianceada.com

ATTENDANCE SLIP
MEETING OF THE DEBENTURE HOLDERS

*DP Id. / Client Id.		Name and Address of the Debenture Holder
No. of Debenture(s) held		

(* Applicable for Debenture Holder(s) holding Debenture(s) in electronic form)

I/ We hereby record my/our presence at the **Meeting of the Debenture Holders** of Reliance Capital Limited held on Friday, January 17, 2020 at 4:00 P.M. at Reliance Centre, Off Western Express Highway, Santacruz (East), Mumbai 400 055.

Debenture Holder's / Proxy's Signature

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

TEAR HERE

PROXY FORM

Reliance Capital Limited
Registered Office: Reliance Centre, Ground Floor, 19, Walchand Hirachand Marg, Ballard Estate, Mumbai 400 001
CIN: L65910MH1986PLC165645, Tel.: +91 22 4303 1000, Fax: +91 22 4303 6664
Website: www.reliancecapital.co.in, E-mail: rcl.investor@relianceada.com

FORM NO. MGT-11

[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 Debenture Holder(s)	
Registered Address	
E-mail Id:	
*DP Id. / Client Id.	

(* Applicable for Debenture Holder holding debenture(s) in electronic form)

I / We, being the Debenture Holder(s) of ..... debenture of face value of ₹..... 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: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Meeting of the Debenture Holders of the Company**, to be held on Friday, January 17, 2020 at 4:00 P.M. at Reliance Centre, Off Western Express Highway, Santacruz (East), Mumbai 400 055 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no. and Matter of Resolution	**For**	**Against**
1. To consider and approve withdrawal of proceedings initiated before the Debt Recovery Tribunal.		
2. To consider the constitution of Committee of Debenture Holders for Debenture Holder Led Resolution Plan (DHRP).		

Signed this _____ day of _____, 20___.

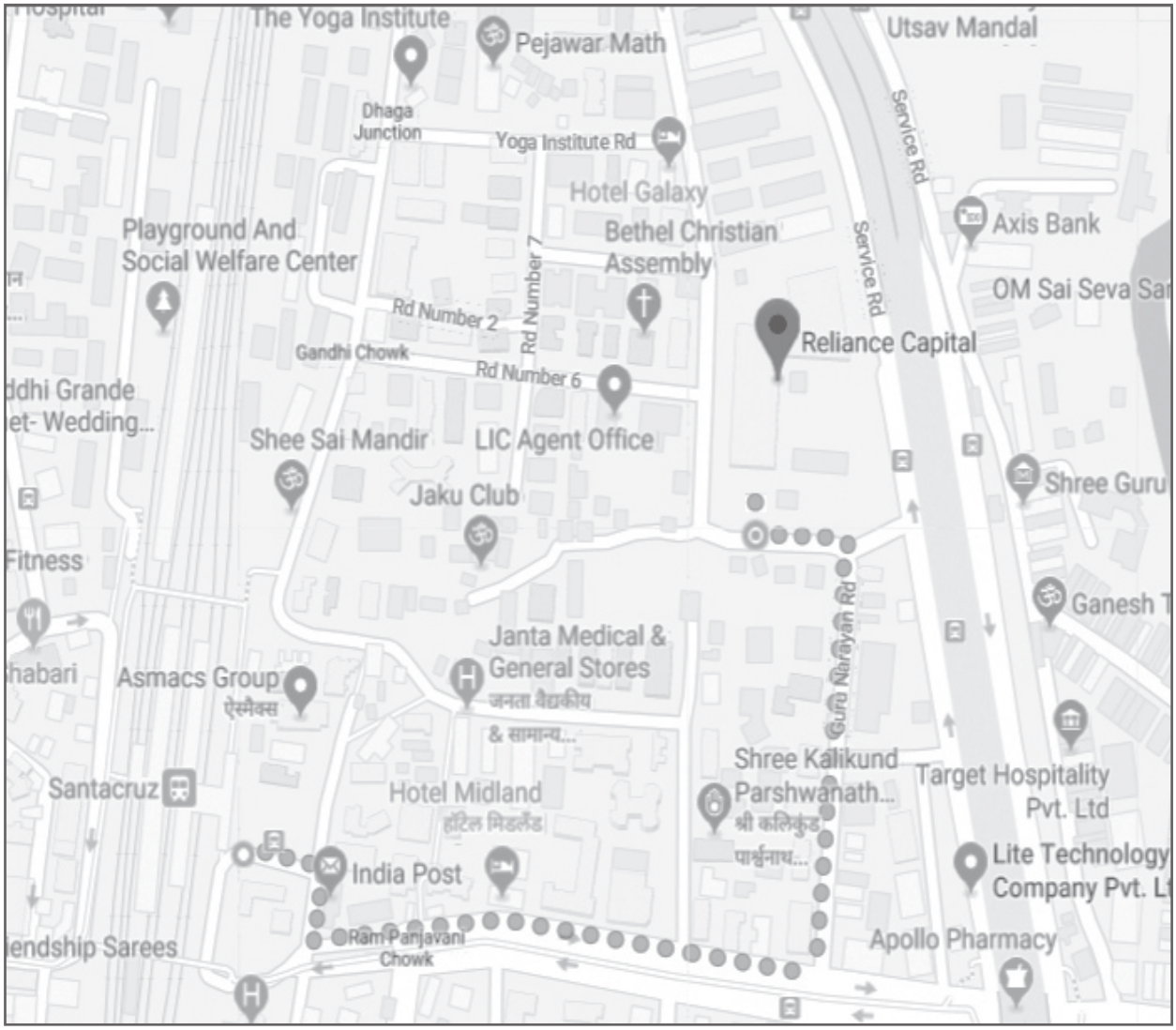
Affix Revenue Stamp

Signature of the Debenture Holder(s) _____ 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.

Route Map to the Meeting Venue

Venue : Reliance Centre, Off Western Express Highway, Santacruz (East), Mumbai 400 055



Distance from Santacruz (East) Station : 0.7 km
Distance from Western Express Highway : 0.1 km

www.sapprints.com

Reliance Capital Limited
CIN: L65910MH1986PLC165645
Registered Office: Reliance Centre, Ground Floor
19, Walchand Hirachand Marg
Ballard Estate, Mumbai 400 001
Tel.: +91 22 4303 1000, Fax: +91 22 4303 6664
E-mail: rcl.investor@relianceada.com
Website: www.reliancecapital.co.in

Despatch Ref. No.:

Reference No.

1 Name and registered address of the sole / first named Debenture holder (IN BLOCK LETTERS) :

2 Name(s) of the joint Debenture holder (s), if any, (IN BLOCK LETTERS) :

3 DP ID No. / Client ID No. * :

4 Number of Debenture(s) held :

(*Applicable to investors holding Debenture holder(s) in dematerialized form)

Dear Debenture holder,

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 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reliance Capital Limited ("RCL" or "the Company") is providing e-voting facility (remote e-voting) to its Debenture Holders in respect of the items of business to be transacted at the Meeting of the Debenture Holders scheduled to be held on Friday, January 17, 2020 at 4:00 P.M. at Reliance Centre, Off Western Express Highway, Santacruz (East), Mumbai 400 055.

The Company has engaged the services of KFin Technologies Private Limited ("KFin") as the authorised agency to provide e-voting facility. The remote e-voting particulars are set out below:

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

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

Commencement of remote e-voting : From 10:00 A.M. IST on Tuesday, January 14, 2020.

End of remote e-voting : Up to 5:00 P.M. IST on Thursday, January 16, 2020.

The facility of remote e-voting will not be available beyond the aforesaid date and time and it will be disabled by KFin upon expiry of aforesaid period. **The cut-off date for the purpose of remote e-voting for the Meeting of the Debenture Holders is Friday, January 10, 2020.**

Please read the instructions printed overleaf before exercising your vote. This communication forms an integral part of the Notice of the Company dated December 20, 2019 for the Meeting of the Debenture Holders scheduled to be held on Friday, January 17, 2020 which is being mailed to you with this communication.

The Notice for the Meeting of Debenture Holders and this communication are also available on the website of the Company at www.reliancecapital.co.in

Yours faithfully,
For Reliance Capital Limited

Atul Tandon
Company Secretary & Compliance Officer

Mumbai
December 20, 2019

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

1. The Company is pleased to provide remote e-voting facility for its Debenture holders 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 remote e-voting period and navigate to "https://evoting.karvy.com".

   ii) Enter the login credentials (i.e., user-id and password) mentioned in the letter. Your Folio No. / DP ID No. / Client ID No. will be your User- ID.

User – ID	For Debenture holders holding Debenture in Demat Form:-
	For NSDL :- 8 Character DP ID followed by 8 Digits Client ID
	For CDSL :- 16 digits beneficiary ID
Password	Your unique password is printed overleaf / sent via e-mail 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) Debenture holders can cast their vote on-line from Tuesday, January 14, 2020 at 10:00 A.M. IST to Thursday, January 16, 2020 till 5:00 P.M. IST.

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

   v) Debenture holders holding Debenture(s) in dematerialized 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 KFin e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail 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 Debentures 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 Debentures (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 holding. 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 whether partially or otherwise, you will not be allowed to modify your vote.

   xii) Corporate / Institutional Debenture holders (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 Debenture Holder, the Debenture Holder shall not be allowed to change it subsequently.

3. The voting rights of the Debenture holders shall be in proportion to the number of debentures held by them as on the cut-off date being Friday, January 10, 2020.

4. **The facility for voting shall also be available at the meeting. The Debenture Holders who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again at the meeting.**

5. In case of any query pertaining to e-voting, please visit Help and FAQs section available at KFin's website https://evoting.karvy.com OR contact toll free no.**1800 4250 999**.

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