

# RELIANCE FINANCIAL LIMITED

CIN: U65990MH2005PLC155675

**Registered Office:** 7<sup>th</sup> Floor, B-Wing, Trade World, Kamala Mills Compound,  
S. B. Marg, Lower Parel, Mumbai – 400 013

**Tel No:** +91 22 3320 1212; **Fax No:** +91 22 3320 1555

**Website:** [www.reliancefinancial.co.in](http://www.reliancefinancial.co.in)

## NOTICE OF TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS

<b>Day</b>	:	Monday
<b>Date</b>	:	December 18, 2017
<b>Time</b>	:	12:00 o'clock noon IST
<b>Venue</b>	:	Conference Room 1133, 11 <sup>th</sup> Floor, R-Tech IT Park, Next to 'The Hub Mall', Western Express Highway, Goregaon (East), Mumbai- 400 063

## INDEX

Sr. No.	Particulars	Page No.
1.	Notice of the Meeting of the Equity Shareholders of Reliance Financial Limited convened by Order of the Hon'ble National Company Law Tribunal	2
2.	Explanatory Statement under Section 230 read with Section 102 and other applicable provisions of the Companies Act, 2013	4
3.	Scheme of Arrangement	16
4.	Share Entitlement Report dated October 10, 2017, issued by M/s. Vishal Laheri & Associates, Chartered Accountants	26
5.	Report adopted by the Board of Directors of the Company and Reliance Money Solutions Private Limited (RMSPL) explaining the effect of the Scheme on each of shareholders, key managerial personnel, promoters and non-promoter shareholders	35
6.	Supplementary Accounting statements of the Company and RMSPL as on June 30, 2017	37
7.	Proxy Form	57
8.	Attendance Slip	59
9.	Map of the Venue of the Meeting	60

**Before the National Company Law Tribunal, Mumbai Bench**

**Company Scheme Application No. 967 of 2017**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder as in force from time to time;

AND

In the matter of Scheme of Arrangement between Reliance Money Solutions Private Limited ("RMSPL" or "Demerged Company") and Reliance Financial Limited ("RFL" or "Resulting Company") and their respective shareholders.

**RELIANCE FINANCIAL LIMITED**, a company incorporated )  
under the Companies Act, 1956 with Corporate Identity )  
No. U65990MH2005PLC155675 having its registered )  
office at 7<sup>th</sup> Floor, B-Wing, Trade World, Kamala Mills )  
Compound, S. B. Marg, Lower Parel, Mumbai – 400 013 ) ..... the Applicant Company

**NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF RELIANCE FINANCIAL LIMITED,  
THE APPLICANT COMPANY ("MEETING")**

**To,**

**The Equity Shareholder(s) of Reliance Financial Limited**

(*"the Applicant Company"* or *"the Company"* or *"RFL"* or *"Resulting Company"*)

Notice is hereby given that by an Order dated November 9, 2017, in the above mentioned Company Scheme Application No. 967 of 2017, the Mumbai Bench of the Hon'ble National Company Law Tribunal ("Tribunal") has directed a meeting to be held of the Equity Shareholders of the Company, for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Arrangement between Reliance Money Solutions Private Limited ("RMSPL" or "Demerged Company") and Reliance Financial Limited ("RFL" or "Resulting Company") and their respective shareholders ("the Scheme" or "Scheme").

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the Equity Shareholders of the Applicant Company will be held to transact the following special business at 12:00 o'clock noon IST on Monday, December 18, 2017 at Conference Room 1133, 11<sup>th</sup> Floor, R-Tech IT Park, Next to 'The Hub Mall', Western Express Highway, Goregaon (East), Mumbai- 400 063 at which time and place, the said Equity Shareholders of the Applicant Company are requested to attend, to consider and, if thought fit, to approve with or without modification(s), the following Resolution under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, with requisite majority:

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Companies Act") and the provisions of the Memorandum and Articles of Association of the Company, and further subject to the consents, approvals and permissions being obtained from the Hon'ble National Company Law Tribunal and other appropriate authorities to the extent applicable or necessary, approval of the Equity Shareholders be and is hereby accorded to Scheme of Arrangement between Reliance Money Solutions Private Limited ("RMSPL" or "Demerged Company") and Reliance Financial Limited ("RFL" or "Resulting Company") and their respective shareholders ("Scheme"), as attached to the notice.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Mumbai Bench and/or any other authority(ies) while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

Explanatory Statement under Section 230 read with Section 102 of the Companies Act, 2013 along with copy of the Scheme and other annexures including Proxy Form and Attendance Slip are enclosed herewith. Copies of the Scheme and Statement under Section 230 of the Companies Act, 2013 can be obtained free of charge at the registered office of the Company.

The Tribunal has appointed Mr. Ashish Turakhia, and failing him, Mr. Manish Dhanuka, and failing him, Ms. Hetal Shah, Company Secretary, as the Chairperson of the said meeting. The Scheme, if approved by the meeting, will be subject to the subsequent approval of the Tribunal.

Persons entitled to attend and vote at the said meeting, may vote in person or by proxy provided that a proxy in the prescribed form, duly signed by you or your authorised signatory, is deposited at the registered office of the Company at 7<sup>th</sup> Floor, B-Wing, Trade World, Kamala Mills Compound, S. B. Marg, Lower Parel, Mumbai – 400 013 not later than 48 hours before the meeting. Forms of proxy can be had at the registered office of the Applicant Company.

**Ashish Turakhia**

Chairperson appointed for the meeting

Place: Mumbai

Date: November 10, 2017

**Registered Office:**

Reliance Financial Limited  
7th Floor, B-Wing, Trade World,  
Kamala Mills Compound,  
S. B. Marg, Lower Parel,  
Mumbai – 400 013  
CIN – U65990MH2005PLC155675

**Notes:**

- (1) **An Equity Shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company.**  
The Proxy Form duly completed should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A person can act as proxy on behalf of shareholders not exceeding fifty (50) in number and / or holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by shareholder(s) holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- (2) Only registered equity shareholders of the Company may attend and vote (either in person or by proxy or by authorised representative under Section 112 and 113 of the Companies Act, 2013) at the Equity Shareholder's meeting. The authorised representative of a body corporate which is a registered equity shareholder of the Company may attend and vote at the meeting, provided a certified true copy of the resolution of the board of directors or other governing body of the body corporate is deposited at the registered office of the Company not later than 48 hours before the meeting authorising such representative to attend and vote at the equity shareholders' meeting.
- (3) Registered equity shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the Register of Members of the Company in respect of such joint holding will be entitled to vote.
- (4) All alterations made in the proxy form should be initialed.
- (5) Shareholders are requested to handover the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with their respective Depositories or with Applicant Company for admission to the meeting hall.
- (6) As directed by the Hon'ble Tribunal, Shri Anil Lohia, Partner at M/s. Dayal & Lohia, Chartered Accountants or in his absence Shri Rinkit Kiran Uchat, Partner at M/s. Dayal & Lohia, Chartered Accountants shall act as a scrutinizer to scrutinize votes cast on Poll at the meeting and submitting a report on votes cast to the Chairperson of the meeting within 48 hours from the conclusion of the meeting.
- (7) The result of voting shall be announced by the Chairperson, upon receipt of Scrutinizers report.
- (8) The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Equity Shareholders at the Registered Office of the Applicant Company upto 1 (one) day prior to the date of the meeting between 11:00 A.M. IST and 2:00 P.M. IST on all working days, except Saturdays, Sundays and public holidays.

**Before the National Company Law Tribunal, Mumbai Bench**

**Company Scheme Application No. 967 of 2017**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder as in force from time to time;

AND

In the matter of Scheme of Arrangement between Reliance Money Solutions Private Limited ("RMSPL" or "Demerged Company") and Reliance Financial Limited ("RFL" or "Resulting Company") and their respective shareholders

**RELIANCE FINANCIAL LIMITED**, a company incorporated )  
under the Companies Act, 1956 with Corporate Identity )  
No. U65990MH2005PLC155675 having its registered )  
office at 7<sup>th</sup> Floor, B-Wing, Trade World, Kamala Mills )  
Compound, S. B. Marg, Lower Parel, Mumbai – 400 013 ) ..... the Applicant Company

**EXPLANATORY STATEMENT UNDER SECTION 230 READ WITH SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 FOR THE MEETING OF THE EQUITY SHAREHOLDERS OF RELIANCE FINANCIAL LIMITED DIRECTED TO BE CONVENED BY MUMBAI BENCH OF HON'BLE NATIONAL COMPANY LAW TRIBUNAL**

**Details of the Companies or Parties involved in the Scheme:**

**Reliance Financial Limited** – referred to as "the Applicant Company" or "the Company" or "the Resulting Company" or "RFL"; and

**Reliance Money Solutions Private Limited** – referred to as "the Demerged Company" or "RMSPL".

The Scheme of Arrangement of the above Companies and their respective shareholders is referred to as "the Scheme" or "this Scheme" or "Scheme" and the above Companies together are referred to as "the Applicant Companies". Other definitions contained in the enclosed Scheme will apply to this Statement.

1. This is a Statement accompanying the Notice convening the meeting of the Equity Shareholders of the Applicant Company.
2. Pursuant to an Order dated November 9, 2017 passed by the Mumbai Bench of the Hon'ble National Company Law Tribunal ("Tribunal") in the Company Scheme Application No. 967 of 2017 referred to hereinabove, a meeting of the Equity Shareholders of the Applicant Company is being convened at 12:00 o'clock noon IST on Monday, December 18, 2017 at Conference Room 1133, 11<sup>th</sup> Floor, R-Tech IT Park, Next to 'The Hub Mall', Western Express Highway, Goregaon (East), Mumbai- 400 063 for the purpose of considering and, if thought fit, approving with or without modification(s), the Scheme of Arrangement between Reliance Money Solutions Private Limited ("RMSPL" or "Demerged Company") and Reliance Financial Limited ("RFL" or "Resulting Company") and their respective shareholders.
3. A copy of the Scheme setting out in detail the terms and conditions of the Arrangement has been approved by the board of directors of the RMSPL and RFL at their respective board meetings held on October 10, 2017 and October 11, 2017 is attached to this Explanatory Statement and forms part of this Statement.

#### **4. Details of the Companies**

##### **4.1 Reliance Financial Limited**

- (a) Reliance Financial Limited ("RFL" or "Resulting Company"), a Public Limited Company, having Corporate Identity Number U65990MH2005PLC155675, was incorporated under the provisions of the Companies Act, 1956, on August 26, 2005 in the State of Maharashtra in the name of R Trade Financial Services Limited. Thereafter, the name of RFL was changed to its current name Reliance Financial Limited on March 17, 2006. Permanent Account Number of RFL is AADCR0887N.
- (b) The registered office of RFL is situated at 7<sup>th</sup> Floor, B-Wing, Trade World, Kamala Mills Compound, S. B. Marg, Lower Parel, Mumbai – 400 013 and e-mail address is RFL.Secretarial@relianceada.com. The registered office of the Company was shifted from 570 Rectifier House, Naigaum Cross Road, Next to Royal Industrial Estate, Wadala, Mumbai 400 031 to the present address i.e. 7<sup>th</sup> Floor, B-Wing, Trade World, Kamala Mills Compound, S. B. Marg, Lower Parel, Mumbai – 400 013 with effect from April 01, 2016.
- (c) The objects for which RFL has been established are set out in its Memorandum of Association. The main objects of the Company are set out hereunder :

"III. The Objects for which the Company is established are:

- A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :-
  - (1) To carry on the business of a non banking finance company not amounting to banking business as defined under the Banking Regulations Act, 1949 by borrowing, accepting loans, deposits, advances from the public, to finance to corporate and individuals, to provide loans and to do the business of an investment company and for that purpose to purchase, acquire, hold, takeover, sell and dispose off shares, stocks, debentures, debenture stocks, bonds, treasury bills, commercial papers, scripts, commodities, precious metals, currencies and currency equivalents, obligations, derivatives and including all kinds of securities of all the companies, government bodies, state dominions, whether listed or not on the bourses, to invest in the initial public offerings and in all types of mutual funds, to undertake all types of leasing and hire purchase business and or arrangement relating to all kinds of goods and products including moveable and immovable properties.
  - (2) To provide consultancy, investment advisory and financial services of all kinds, including fund based and non-fund based financial services, project planning, syndication of loans, identification and transfer of technology, new financial instruments, share registration, credit information and risk evaluation, provident fund services, dealing in treasury products, credit cards and maintenance of data bases using networking on a national grid, and to act as the portfolio manager (including NRI funds), financier, broker, sub broker, underwriter, commodity exchange broker, merchant banker, lead manager to the issue, securitization of loan portfolio, and trade on the commodity exchange.
- 2A. To engage in distribution, marketing and broking of all kinds / types of insurance products and accordingly to acquire/ take up the corporate agency of an insurance company for offering the service as a corporate insurance agent or marketer or broker to any person and to distribute life, non-life and/ or general insurance products, customized or not of such insurance company and to affiliate / register with the competent authority for the purpose.
- 2B. To deal in foreign exchange or foreign securities, and to act or carry on the business of a Money Changer, Authorised Dealer or Offshore Banking Unit and to undertake such foreign exchange transactions as may be permitted by the competent authority from time to time upon obtaining the requisite license/permission from such competent authority for undertaking transactions in foreign exchange or foreign securities."
- (d) RFL is presently engaged in the business of margin trade finance, providing loan against securities / promoter funding and IPO financing.
- (e) The equity shares and preference shares of RFL are not listed on any Stock Exchange in India or elsewhere. Non-Convertible Debentures of RFL are listed on BSE Limited.

- (f) Capital Structure - The authorized, issued, subscribed and paid-up share capital of RFL as on March 31, 2017 is as under:

<b>Particulars</b>	<b>Amount (Rs.)</b>
<b>Authorised Share Capital</b>	
2,50,00,000 Equity Shares of Rs.10/- each	25,00,00,000
2,00,00,000 Preference Shares of Rs. 10/- each	20,00,00,000
<b>TOTAL</b>	<b>45,00,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
2,41,57,897 Equity Shares of Rs.10/-each fully paid up	24,15,78,970
1,60,00,000 12% Non-Convertible Cumulative Redeemable Preference Shares of Rs.10/-each	16,00,00,000
<b>TOTAL</b>	<b>40,15,78,970</b>

Subsequent to March 31, 2017 there has been no change in the issued, subscribed and paid up share capital of RFL.

- (g) The details of the promoters and present directors of RFL along with their addresses are as follows:

<b>Sr. No.</b>	<b>Name</b>	<b>Address</b>
<b>Promoters (Equity Shareholders)</b>		
1.	Reliance Capital Limited	"H" Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400710
<b>Directors</b>		
1.	Mr. Manu Chadha - Independent Director	C-35, Malcha Marg, Chanakayapuri, New Delhi 110 021
2.	Ms. Homai Daruwalla - Independent Director	781, Flat No. 11, 3 <sup>rd</sup> Floor, Mancherji Joshi Road, Parsi Colony, Dadar, Mumbai 400 014
3.	Mr. Lav Chaturvedi - Director	Golden Rays, 403-04, Shastri Nagar, Andheri (West), Mumbai 400 053
4.	Mr. Gop Kumar Bhaskaran - Director	201, Shree Niketan, Plot No. 264, Anthony Road, Near OLPS Church, Chembur, Mumbai 400 071

#### 4.2 Reliance Money Solutions Private Limited

- (a) Reliance Money Solutions Private Limited ("RMSPL" or "Demerged Company"), a Public Limited Company (a Private Limited Company, being a subsidiary of a Public Limited Company) having Corporate Identity Number U72900MH2000PTC128384, was incorporated under the Companies Act, 1956, in the State of Maharashtra in the name of Netizen West Bengal Private Limited on August 23, 2000. The name of RMSPL was changed to Reliance Mass Media Private Limited on July 14, 2007. The name of RMSPL was further changed to Millionaire Capital Services Private Limited on July 13, 2009. The name of RMSPL was further changed to Reliance Mass Media Private Limited on January 20, 2010. The name of RMSPL was subsequently changed to its present name Reliance Money Solutions Private Limited on November 7, 2012. The Permanent Account Number of RMSPL is AABCN2494B.
- (b) The registered office of RMSPL is situated at 7<sup>th</sup> Floor, B-Wing, Trade World, Kamala Mills Compound, S. B. Marg, Lower Parel, Mumbai – 400 013 and e-mail address is rmspl.secretarial@relianceada.com
- (c) The objects for which RMSPL has been established are set out in its Memorandum of Association. The Main objects of RMSPL are set out hereunder:

"III The objects for which the Company is established are:

- A. Main objects of the Company to be pursued by the Company on its incorporation are:
  - 1. To carry on business in India or elsewhere whether on an agent-to-principal or principal-to-principal basis or in any other manner, of providing all kinds of services including management services, referral services, mobilization services, distribution services, broking services, financial services, agency services, advisory services, facilitation services for any and all kinds of products and services whether financial or otherwise in the field of mobilization of funds; distribution of mutual funds, portfolio management scheme products, private equity products of asset management companies or otherwise; management of insurance funds, on-shore and off-shore funds, investment funds, unit trusts, private equity, debt funds, precious metal products, schemes and instruments, secured and unsecured loan products of all kinds and description, other investment product of any type or kind whatsoever, dealing in any or all kinds or types of commodities; broking and distribution services in securities, commodities, currencies and their derivatives, savings and other investment schemes whether or not linked to any precious metals, life insurance products, general insurance products, national and other pension scheme products; mobilization of inter-corporate deposits, fixed deposits; domestic, international or cross border money transfer in all forms of currencies, foreign exchange and negotiable instruments; loan syndication, financial advisory, financial structuring, financial engineering, financial planning."
- (d) RMSPL is engaged into two businesses viz. mutual funds distribution and distribution of financial products other than mutual funds viz. home loans, personal loans, credit cards etc.
- (e) There has been no change in the name and registered office address of RMSPL during the last five years except as mentioned above. The object clause of the Company was amended on November 26, 2012.
- (f) The equity shares and preference shares of RMSPL are not listed on any Stock Exchange in India or elsewhere.
- (g) Capital Structure – The authorized, issued, subscribed and paid-up share capital of RMSPL as on March 31, 2017 was as under:

<b>Particulars</b>	<b>Amount (Rs.)</b>
<b>Authorised Share Capital</b>	
10,000 Equity Shares of Rs.10/- each	1,00,000
6,00,42,500 Preference Shares of Rs. 10/- each	60,04,25,000
<b>TOTAL</b>	<b>60,05,25,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
10,000 Equity Shares of Rs.10 each fully paid up	1,00,000
41,500 0% Optionally Convertible Redeemable Preference Shares of Rs.10 each fully paid up	4,15,000
2,50,00,000 11% Non-Convertible Non-Cumulative Non-Participating Redeemable Preference Shares of Rs.10 each fully paid up	25,00,00,000
3,50,00,000 12% Non-Convertible Cumulative Redeemable Preference Shares of Rs.10 each fully paid up	35,00,00,000
<b>TOTAL</b>	<b>60,05,15,000</b>

Subsequent to March 31, 2017 there has been no change in the issued, subscribed and paid-up share capital of RMSPL.

- (h) Details of Promoters and present directors of RMSPL along with their addresses are as follows:

Sr. No.	Name	Address
<b>Promoters (Equity Shareholders)</b>		
1.	Reliance Capital Limited	"H" Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400710
<b>Directors</b>		
1.	Mr. Gop Kumar Bhaskaran – Director	201, Shree Niketan, Plot No. 264, Anthony Road, Near OLPS Church, Chembur, Mumbai 400 071
2.	Mr. Satyendra Sarupria – Independent Director	504-B, Dheeraj Kiran, Chincholi Bunder Road, Malad (West), Mumbai 400 064
3.	Mr. Ashok Karnavat – Independent Director	Flat No-3, Navakar Tower, Racca Colony, Near Jain Temple, Nashik 422 002
4.	Mr. Ganesh Pai – Director	A-1304, Akruti Elegance, 90 Feet Road, Gavanpada, Mulund (East), Mumbai 400081
5.	Mr. Ashish Turakhia – Director	303, Devaki Apartment, Near Sanyas Ashram, Vithalbhai Road, Vile Parle (West), Mumbai 400056

5. **Relationship subsisting between the Companies who are parties to the Scheme**

RMSPL and RFL are wholly owned subsidiaries of Reliance Capital Limited.

6. At the meeting held on October 10, 2017 and October 11, 2017 the respective Board of Directors of RMSPL and RFL had unanimously approved the proposed Scheme, after taking on record the Share Entitlement Report dated October 10, 2017, issued by M/s. Vishal Laheri & Associates, Chartered Accountants, an independent valuer.
7. Names of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution are as under:

(i) RFL

Name of the Directors of RFL present in the Meeting	Voted in Favour/ Against/ Abstain from voting
Mr. Manu Chadha	Favour
Ms. Homai Daruwalla	Favour
Mr. Lav Chaturvedi	Favour
Mr. Gop Kumar Bhaskaran	Favour

(ii) RMSPL

Name of the Directors of RMSPL present in the Meeting	Voted in Favour/ Against/ Abstain from voting
Mr. Gop Kumar Bhaskaran	Favour
Mr. Satyendra Sarupria	Favour
Mr. Ashok Karnavat	Favour
Mr. Ganesh Pai	Favour
Mr. Ashish Turakhia	Favour

8. **Description of the Scheme**

The Scheme provides for transfer and vesting of the Demerged Undertaking (as defined in the Scheme) of RMSPL into RFL pursuant to provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of law.

**9. Benefits of the compromise or arrangement as perceived by the Board of Directors to the Company, Members, Creditors and Others (as applicable)**

The rationale and benefits are explained as under:

The Demerged Company and the Resulting Company are a part of Reliance Capital Group.

The Demerged Company is primarily engaged into two businesses viz. mutual funds distribution and distribution of financial products other than mutual funds viz. home loans, personal loans, credit cards etc. Currently, it has a network of approximately 47 branches across India, through which it operates its both the distribution businesses.

The Resulting Company is engaged in the business of margin trade finance, providing loan against securities / promoter funding and IPO financing business and is currently, classified as Systematically Important non-deposit taking (SI-ND) NBFC, and registered with RBI since 2006.

The Resulting Company intends to expand its lending business and diversify its current product offerings to include personal loans, small home loans, consumer finance, loan against mutual fund, agri loan etc.

The demerger of the Demerged Undertaking (defined hereinafter) will give the Resulting Company an immediate access to over 40 branches with effective and experience sales team to manage it. The proposed demerger is expected to achieve:

- (i) Greater integration of operations and greater financial strength and flexibility resulting in operational synergy of the combined business segment.
- (ii) Greater efficiency in management of resources of the Resulting Company and access to resources of the Demerged Undertaking by the Resulting Company that may be deployed more efficiently in the combined business.
- (iii) Reducing administrative, operative and marketing cost.
- (iv) The Demerged Company and the Resulting Company are wholly owned subsidiaries of Reliance Capital Limited, therefore demerger of Demerged Undertaking from the Demerged Company into the Resulting Company would lead to simplification of the group business structure and elimination of multiple business running across various entities.

**10. Key salient features of the Scheme**

- a) The Scheme of Arrangement is presented under Sections 230 to 232 of the Companies Act, 2013 for transfer and vesting of the Demerged Undertaking (as defined in Clause 1.1.4 of the Scheme) of Reliance Money Solutions Private Limited ("the Demerged Company" or "RMSPL") into Reliance Financial Limited ("the Resulting Company" or "RFL").
- b) "Appointed Date" means April 1, 2017.
- c) "Effective Date" means last of the dates on which the certified copies of the Order of the Tribunal sanctioning the Scheme of Arrangement is filed with the Registrar of Companies, Mumbai, Maharashtra by the Demerged Company and the Resulting Company.
- d) With effect from the Appointed Date, the whole of the undertaking and properties of the Demerged Undertaking, shall pursuant to the provisions contained in Sections 230 to 232 and all other applicable provisions, if any, of the Act and without any further act, deed, matter or thing, stand transferred to and vested in and / or be deemed to be transferred to and vested in the Resulting Company so as to vest in the Resulting Company all rights, title and interest pertaining to the Demerged Undertaking free from any charges and encumbrances.

With effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature and description of the Demerged Company pertaining to the Demerged Undertaking shall also, under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, and without any further act or deed, be transferred to or be deemed to be transferred to the Resulting Company.

e) Consideration:

**For Equity Shareholders:**

- 10,000 Preference Shares of Rs.10/- each amounting to Rs.1,00,000 of the Resulting Company to be issued and allotted to the equity shareholders of the Demerged Company on a proportionate basis.

**For Preference Shareholders:**

- 1,000 Preference Shares of Rs.10/- each amounting to Rs.10,000 of the Resulting Company to be issued and allotted to the holders of 0% Optionally Convertible Redeemable Preference Shares of the Demerged Company on a proportionate basis.
- 1,000 Preference Shares of Rs.10/- each amounting to Rs.10,000 of the Resulting Company to be issued and allotted to the holders of 11% Non-Convertible Non-Cumulative Non-Participating Preference Shares of the Demerged Company on a proportionate basis.
- 1,000 Preference Shares of Rs.10/- each amounting to Rs.10,000 of the Resulting Company to be issued and allotted to the holders of 12% Non-Convertible Cumulative Redeemable Preference Shares of the Demerged Company on a proportionate basis.

**You are requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof. The aforesaid are only some of the key provisions of the Scheme.**

**11. Summary of Share Entitlement Report**

The Company has obtained Share Entitlement Report dated October 10, 2017, issued by M/s. Vishal Laheri & Associates, Chartered Accountants, an independent valuer. The Share Entitlement Report determined by them is specified above. The copy of the Share Entitlement Report is annexed for your reference.

**12. Statutory Auditors of RFL, M/s. Pathak H.D. & Associates, Chartered Accountants has confirmed that the accounting treatment proposed in the Scheme for RFL is in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.**

**13. Approvals / Sanctions / No-Objections from Regulatory Authorities**

The Scheme is conditional and subject to necessary sanctions and approvals as set out in clause 3.3 of the Scheme.

**14. Amount due to Unsecured Creditors (provisional) as on June 30, 2017**

Particulars of amount due to Unsecured Creditors for respective Company's involved in the Scheme as at June 30, 2017 is detailed herein:

Name of the Applicant Companies	Amount in Rs.
RFL	4,74,14,068
RMSPL	16,91,31,945

**15. Effect of the Scheme on various parties**

- a) **Directors & Key Managerial Personnel (KMPs)** - The Directors or KMPs or their relatives of the respective Companies involved in the Scheme do not have any interest in the Scheme in any of the applicant companies involved in the Scheme. Further, none of the directors, key managerial personnel and / or relatives of the directors / KMPs of the respective companies are concerned or interested, financially or otherwise, in the proposed Scheme. Save as aforesaid, none of the directors and KMPs of the respective companies have any material interest in the proposed Scheme. The shareholding of the present directors of RFL and RMSPL either individually or jointly or as a nominee in the transferor and transferee company respectively are as under:

**RFL:**

Sr. No.	Name of the Directors and KMPs of RFL	Shares held in RMSPL	Shares held in RFL
<b>Directors</b>			
1.	Mr. Manu Chadha – Independent Director	Nil	Nil
2.	Ms. Homai Daruwalla – Independent Director	Nil	Nil
3.	Mr. Lav Chaturvedi – Director	Nil	Nil
4.	Mr. Gop Kumar Bhaskaran – Director	Nil	Nil
<b>KMPs</b>			
1.	Ms. Hetal Shah – Company Secretary	Nil	Nil
2.	Mr. Sanat Biswas – Chief Financial Officer	Nil	Nil
3.	Mr. Mihir Sundhani – Manager	Nil	Nil

**RMSPL:**

Sr. No.	Name of the Directors and KMPs of RMSPL	Shares held in RMSPL	Shares held in RFL
<b>Directors</b>			
1.	Mr. Gop Kumar Bhaskaran – Director	Nil	Nil
2.	Mr. Satyendra Sarupria – Independent Director	Nil	Nil
3.	Mr. Ashok Karnavat – Independent Director	Nil	Nil
4.	Mr. Ganesh Pai – Director	Nil	Nil
5.	Mr. Ashish Turakhia – Director	Nil	Nil
<b>KMPs</b>			
1.	Ms. Archana Parikh – Company Secretary	Nil	Nil
2.	Mr. Santosh Kumar Bhandari – Chief Financial Officer	Nil	Nil
3.	Mr. Hemal Joshi – Manager	Nil	Nil

**b) Promoter and Non-Promoter Shareholders of RFL and RMSPL-**

Equity Shareholders and Preference Shareholders of RMSPL shall be eligible for issuance of shares of RFL based on the Share Entitlement Report dated October 10, 2017, issued by M/s. Vishal Laheri & Associates, Chartered Accountants, an independent valuer.

Thus, the rights and interest of the Promoters and Non-Promoter Shareholders of the Companies will not be prejudicially affected by the Scheme.

The pre and post (expected) Scheme shareholding patterns of the respective companies involved in the Scheme as on October 31, 2017 is as follows:

**RFL**

Sr. No.	Name of the Shareholder	Pre-Scheme shareholding of RFL		Post-Scheme shareholding of RFL (Expected)		
		Number of shares	%	Number of shares	%	
<b>A. Equity</b>						
<b>Promoter Group</b>						
1	Reliance Capital Limited	2,41,57,837	100.00	2,41,57,837	100.00	
2	Reliance Capital Limited jointly with Mr. Yogesh Deshpande	10	Nil	10	Nil	
3	Reliance Capital Limited jointly with Mr. Amit Bapna	10	Nil	10	Nil	
4	Reliance Capital Limited jointly with Mr. Atul Tandon	10	Nil	10	Nil	

Sr. No.	Name of the Shareholder	Pre-Scheme shareholding of RFL		Post-Scheme shareholding of RFL (Expected)	
		Number of shares	%	Number of shares	%
5	Reliance Capital Limited jointly with Mr. Chetan Raval	10	Nil	10	Nil
6	Reliance Capital Limited jointly with Ms. Parul Jain	10	Nil	10	Nil
7	Reliance Capital Limited jointly with Mr. Madan Chaturvedi	10	Nil	10	Nil
	<b>Total</b>	<b>2,41,57,897</b>	<b>100.00</b>	<b>2,41,57,897</b>	<b>100.00</b>
<b>B. Preference</b>					
<b>a. 12% Non- Convertible Cumulative Redeemable Preference Shares</b>					
1.	Reliance Capital Limited	1,60,00,000	100.00	1,60,00,000	100.00
	<b>Total</b>	<b>1,60,00,000</b>	<b>100.00</b>	<b>1,60,00,000</b>	<b>100.00</b>
<b>b. 12% Non- Convertible Cumulative Redeemable Preference Shares- to be issued pursuant to the Scheme</b>					
1.	Reliance Capital Limited	-	-	10,940	84.14
2.	Mr. Atul Kumar Tandon jointly with Reliance Capital Limited	-	-	10	0.08
3.	Mr. Yogesh Deshpande jointly with Reliance Capital Limited	-	-	10	0.08
4.	Ms. Parul Jain jointly with Reliance Capital Limited	-	-	10	0.08
5.	Mr. Chetan Raval jointly with Reliance Capital Limited	-	-	10	0.08
6.	Mr. Madan Chaturvedi jointly with Reliance Capital Limited	-	-	10	0.08
7.	Mr. Kannan Chettiar jointly with Reliance Capital Limited	-	-	10	0.08
8.	Adhar Project Management & Consultancy Private Limited	-	-	1,000	7.69
9.	Reliance Alpha Services Private Limited	-	-	1,000	7.69
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>13,000</b>	<b>100</b>

Post scheme only the preference shareholding of RFL would undergo a change. There would be no change in the equity shareholding of RFL as it is not issuing any equity shares pursuant to the Scheme.

#### RMSPL

Sr. No.	Name of the Shareholder	Pre-Scheme shareholding of RMSPL		Post-Scheme shareholding of RMSPL (Expected)	
		Number of shares	%	Number of shares	%
<b>Equity</b>					
1	Reliance Capital Limited	9,940	100.00	9,940	100.00
2	Mr. Atul Kumar Tandon jointly with Reliance Capital Limited	10	Nil	10	Nil
3	Mr. Yogesh Deshpande jointly with Reliance Capital Limited	10	Nil	10	Nil
4	Ms. Parul Jain jointly with Reliance Capital Limited	10	Nil	10	Nil

Sr. No.	Name of the Shareholder	Pre-Scheme shareholding of RMSPL		Post-Scheme shareholding of RMSPL (Expected)	
		Number of shares	%	Number of shares	%
5	Mr. Chetan Raval jointly with Reliance Capital Limited	10	Nil	10	Nil
6	Mr. Madan Chaturvedi jointly with Reliance Capital Limited	10	Nil	10	Nil
7	Mr. Kannan Chettiar jointly with Reliance Capital Limited	10	Nil	10	Nil
	<b>Total</b>	<b>10,000</b>	<b>100.00</b>	<b>10,000</b>	<b>100.00</b>

**Preference**

a.	<b>0% Optionally Convertible Redeemable Preference Shares:</b>				
Sr. No.	Name of the shareholder	Number	%	Number	%
1.	Reliance Capital Limited	41,500	100.00	41,500	100.00
	<b>Total</b>	<b>41,500</b>	<b>100.00</b>	<b>41,500</b>	<b>100.00</b>
<b>b. 11% Non-Convertible Non-Cumulative Non-Participating Redeemable Preference Shares:</b>					
Sr. No.	Name of the shareholder	Number	%	Number	%
1.	Adhar Project Management & Consultancy Private Limited	2,50,00,000	100.00	2,50,00,000	100.00
	<b>Total</b>	<b>2,50,00,000</b>	<b>100.00</b>	<b>2,50,00,000</b>	<b>100.00</b>
<b>c. 12% Non-Convertible Cumulative Redeemable Preference Shares:</b>					
Sr. No.	Name of the shareholder	Number	%	Number	%
1.	Reliance Alpha Services Private Limited	3,50,00,000	100.00	3,50,00,000	100.00
	<b>Total</b>	<b>3,50,00,000</b>	<b>100.00</b>	<b>3,50,00,000</b>	<b>100.00</b>

Post scheme shareholding of RMSPL would not undergo change as RMSPL is not issuing any shares pursuant to the Scheme.

- c) **Creditors** – The rights and interest of the respective creditors of RFL and RMSPL will not be prejudicially affected by the Scheme as post Scheme, the Transferee Company shall be able to meet all liabilities as they arise in the ordinary course of business. Further there is no Compromise and/or Arrangement with the Creditors since no sacrifice or waiver is, at all, called from them nor are their terms or rights not sought to be modified in any manner.
- d) **Debenture holders and Debenture Trustees of RFL** – There is expected to be no adverse effect of the Scheme on debenture holders and debenture trustees as there is no compromise and / or arrangement with the debenture holders since no sacrifice or waiver is, at all, called from them nor are their terms or rights sought to be modified in any manner. The Debenture Trustees do not have any material interest in the proposed Scheme.
- e) **Staff, Workmen and Employees** – On the Scheme becoming operative, all staff, workmen and employees of the Demerged Undertaking of the Demerged Company in service on the Effective Date shall be deemed to have become staff, workmen and employees of the Resulting Company without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Resulting Company shall not be less favourable than those applicable to them with reference to the Demerged Company on the Effective Date.

16. The copy of draft scheme has been filed with the Registrar of Companies.

17. Capital Structure pre and post Scheme

The pre and post Scheme capital structure of RFL will be as under:

<b>Particulars</b>	<b>Pre Scheme as on 31 March 2017</b>		<b>Post Scheme (expected)</b>	
<b>Authorised Share Capital</b>	<b>No of shares</b>	<b>Amount (Rs.)</b>	<b>No of shares</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each	2,50,00,000	25,00,00,000	2,50,00,000	25,00,00,000
Preference Shares of Rs. 10/- each	2,00,00,000	20,00,00,000	2,00,00,000	20,00,00,000
<b>TOTAL</b>		<b>45,00,00,000</b>		<b>45,00,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>				
Equity Shares of Rs.10 each fully paid up	2,41,57,897	24,15,78,970	2,41,57,897	24,15,78,970
12% Non-Convertible Cumulative Redeemable Preference Shares of Rs.10/-each	1,60,00,000	16,00,00,000	1,60,13,000	16,01,30,000
<b>TOTAL</b>		<b>40,15,78,970</b>		<b>40,17,08,970</b>

There will be no change in the equity capital structure of RFL, pre and post scheme.

The pre and post Scheme capital structure of RMSPL will be as under:

<b>Particulars</b>	<b>Pre Scheme as on 31 March 2017</b>		<b>Post Scheme (expected)</b>	
<b>Authorised Share Capital</b>	<b>No of shares</b>	<b>Amount (Rs.)</b>	<b>No of shares</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each	10,000	1,00,000	10,000	1,00,000
Preference Shares of Rs. 10/- each	6,00,42,500	60,04,25,000	6,00,42,500	60,04,25,000
<b>TOTAL</b>		<b>60,05,25,000</b>		<b>60,05,25,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>				
Equity Shares of Rs.10 each fully paid up	10,000	1,00,000	10,000	1,00,000
0% Optionally Convertible Redeemable Preference Shares of Rs.10 each fully paid up	41,500	4,15,000	41,500	4,15,000
11% Non-Convertible Non-Cumulative Non-Participating Redeemable Preference Shares of Rs.10 each fully paid up	2,50,00,000	25,00,00,000	2,50,00,000	25,00,00,000
12% Non-Convertible Cumulative Redeemable Preference Shares of Rs.10 each fully paid-up	3,50,00,000	35,00,00,000	3,50,00,000	35,00,00,000
<b>TOTAL</b>		<b>60,05,15,000</b>		<b>60,05,15,000</b>

There will be no change in the capital structure of RMSPL, pre and post scheme.

18. No investigation or proceedings have been instituted or are pending under applicable provisions of Companies Act, 2013 or erstwhile provisions of Companies Act, 1956 against RFL.
19. There is no winding up petition pending in any Court or Tribunal in India.
20. On the Scheme being approved by the requisite majority of the shareholders of the Applicant Companies involved in the Scheme as per the requirement of Section 230 of the Companies Act, 2013, both the Applicant Companies will file a petition with the Tribunal at Mumbai for sanction of the Scheme.

21. The following documents will be open for inspection by the equity shareholders of RFL up to 1 (one) day prior to the date of the meeting at its registered office between 11:00 A.M. IST and 2:00 P.M. IST on all working days, except Saturdays, Sundays and Public Holidays:
- (i) Copy of the Order dated November 9, 2017 of the Tribunal at Mumbai passed in Company Scheme Application No. 967 of 2017 directing the convening of the meeting of the Equity Shareholders of RFL;
  - (ii) Copy of the Company Scheme Application No. 967 of 2017;
  - (iii) Scheme of Arrangement;
  - (iv) Memorandum and Articles of Association of RFL and RMSPL;
  - (v) Audited Financial Statements of RFL and RMSPL for the financial year ended March 31, 2017;
  - (vi) Copy of Share Entitlement Report dated October 10, 2017, issued by M/s. Vishal Laheri & Associates, Chartered Accountants, an independent valuer;
  - (vii) Certificates issued by respective Statutory Auditors of RFL and RMSPL in relation to the accounting treatment prescribed in the Scheme is in compliance with the Accounting Standards;
  - (viii) Register of Directors' Shareholdings of RFL and RMSPL .

This statement may be treated as an Explanatory Statement under Sections 230 to 232 of the Companies Act, 2013.

A copy of the Scheme, Explanatory Statement and Proxy Form may be obtained from the Registered Office of RFL or/ and at the office of advocate M/s. Rajesh Shah & Co. situated at 16, Oriental Building, 30, Nagindas Master Road, Flora Fountain, Mumbai 400 001.

**Ashish Turakhia**

Chairperson appointed for the meeting

Place: Mumbai  
Date: November 10, 2017

**Registered Office:**

Reliance Financial Limited  
7<sup>th</sup> Floor, B-Wing, Trade World,  
Kamala Mills Compound,  
S. B. Marg, Lower Parel,  
Mumbai – 400 013  
CIN – U65990MH2005PLC155675

**SCHEME OF ARRANGEMENT**  
**BETWEEN**  
**RELIANCE MONEY SOLUTIONS PRIVATE LIMITED : THE DEMERGED COMPANY**  
**AND**  
**RELIANCE FINANCIAL LIMITED : THE RESULTING COMPANY**  
**AND**  
**THEIR RESPECTIVE SHAREHOLDERS**

**PREAMBLE**

**(A) Purpose of the Scheme**

1. This Scheme of Arrangement is presented under Sections 230 to 232 of the Companies Act, 2013 for transfer and vesting of the Demerged Undertaking (as defined hereinafter) of Reliance Money Solutions Private Limited ("the Demerged Company" or "RMSPL") into Reliance Financial Limited ("the Resulting Company" or "RFL");
2. This Scheme also provides for various other matters consequential or otherwise integrally connected therewith.

**(B) Rationale for the Scheme**

1. The Demerged Company and the Resulting Company are a part of Reliance Capital Group.
2. The Demerged Company is primarily engaged into two businesses viz. mutual funds distribution and distribution of financial products other than mutual funds viz. home loans, personal loans, credit cards etc. Currently, it has a network of approximately 47 branches across India, through which it operates its both the distribution businesses.
3. The Resulting Company is engaged in the business of margin trade finance, providing loan against securities / promoter funding and IPO financing business and is currently, classified as Systematically Important non-deposit taking (SI-ND) NBFC, and registered with RBI since 2006.

The Resulting Company intends to expand its lending business and diversify its current product offerings to include personal loans, small home loans, consumer finance, loan against mutual fund, agri loan etc.

4. The demerger of the Demerged Undertaking (defined hereinafter) will give the Resulting Company an immediate access to over 40 branches with effective and experience sales team to manage it. The proposed demerger is expected to achieve:
  - (i) Greater integration of operations and greater financial strength and flexibility resulting in operational synergy of the combined business segment.
  - (ii) Greater efficiency in management of resources of the Resulting Company and access to resources of the Demerged Undertaking by the Resulting Company that may be deployed more efficiently in the combined business.
  - (iii) Reducing administrative, operative and marketing cost.
  - (iv) The Demerged Company and the Resulting Company are subsidiaries of Reliance Capital Limited, therefore demerger of Demerged Undertaking from the Demerged Company into the Resulting Company would lead to simplification of the group business structure and elimination of multiple business running across various entities.

**(C) Parts of the Scheme**

The Scheme is divided into the following parts:

- (a) **PART 1** deals with the Definitions and Share Capital;
- (b) **PART 2** deals with the demerger of the Demerged Undertaking;
- (c) **PART 3** deals with the Other Terms and Conditions.

**PART 1**  
**DEFINITIONS AND SHARE CAPITAL**

**1.1. DEFINITIONS**

In this Scheme of Arrangement (as defined hereunder), unless inconsistent with the subject or context, the following expressions shall have the following meaning:

- 1.1.1. **"Act" or "the Act"** means the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof, for the time being in force;
- 1.1.2. **"Appointed Date"** means April 1, 2017;
- 1.1.3. **"Board"** means the Board of Directors or any Committee thereof of the Demerged Company or the Resulting Company or both as the context may require and includes a committee thereof.
- 1.1.4. **"Demerged Undertaking"** means the entire business of distribution of financial products of the Demerged Company other than mutual fund distribution along with all related assets, liabilities, employees including specifically the following:
  - 1.1.4.1. all assets wherever situated, whether movable or immovable, leasehold or freehold, tangible or intangible, including all capital work in progress, plant & machinery, equipment, trademarks, trade names, brands, investments and other IP rights, vehicles, furniture, fixtures, office equipment, computer installations, electrical appliances, accessories pertaining to the Demerged Undertaking;
  - 1.1.4.2. all liabilities pertaining to or relatable to the Demerged Undertaking, as may be determined by the Board of the Demerged Company;
  - 1.1.4.3. all rights and licenses, all assignments and grants thereof, all permits, registrations, rights, approvals, regulatory approvals, entitlements, cash balances, bank balances, bank accounts, receivables, loans and advances, privileges, all other claims, rights and benefits, powers and facilities of every kind, nature and description whatsoever, inventory, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity, water and other services, provisions, funds, benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to the Demerged Undertaking;
  - 1.1.4.4. all employees of the Demerged Company substantially engaged in the Demerged Undertaking as determined by the Board of the Demerged Company;
  - 1.1.4.5. all deposits and balances with Government, Semi-Government, local and other authorities and bodies, customers and other persons, all entitlements (other than tax credit / tax refunds) and other credits, set offs, carry forward balances pertaining to the Demerged Undertaking, earnest moneys and/ or security deposits paid or received by the Demerged Company, directly or indirectly in connection with or in relation to the Demerged Undertaking;
  - 1.1.4.6. all books, records, files, papers, directly or indirectly relating to the Demerged Undertaking; but shall not include any portion of the Remaining Business of the Demerged Company.

Any question that may arise as to whether a specified asset or liability pertains or does not pertain to the Demerged Undertaking or whether it arises out of the activities or operations of the Demerged Undertaking shall be decided by mutual agreement between the Board of Demerged Company and Resulting Company or any Committee appointed by such Board;

- 1.1.5. **"Effective Date" or "coming into effect of this Scheme" or "upon the Scheme becoming effective"** means last of the dates on which the certified copies of the Order of the Tribunal sanctioning the Scheme of Arrangement is filed with the Registrar of Companies, Mumbai, Maharashtra by the Demerged Company and the Resulting Company;
- 1.1.6. **"RFL" or "the Resulting Company"** means Reliance Financial Limited, a company incorporated under the Companies Act, 1956 under the corporate identity number U65990MH2005PLC155675 and having its registered office at 7<sup>th</sup> Floor, B-Wing, Trade World, Kamala Mills Compound, S. B. Marg, Lower Parel, Mumbai – 400013;

- 1.1.7. "**RMSPL" or "the Demerged Company**" means Reliance Money Solutions Private Limited, a company incorporated under the Companies Act, 1956 under the corporate identity number U72900MH2000PTC128384 and having its registered office at 7th Floor, B-Wing, Trade World, Kamala Mills Compound, S. B. Marg, Lower Parel, Mumbai – 400013;
- 1.1.8. "**Remaining Business of the Demerged Company**" means and includes mutual fund distribution business and all the undertakings, businesses, activities, operations and assets of the Demerged Company other than relating to the Demerged Undertaking;
- 1.1.9. "**Scheme**" or "**the Scheme**" or "**this Scheme**" means this Scheme of Arrangement in its present form as submitted to the Tribunal, Mumbai Bench or this Scheme with such modification(s), if any made;
- 1.1.10. "**Tribunal**" means National Company Law Tribunal, Mumbai Bench.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Contract Regulation Act, 1956, the Depositories Act, 1996 and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

## **1.2. SHARE CAPITAL**

- 1.2.1. The authorized, issued, subscribed and paid-up share capital of the Demerged Company as on March 31, 2017 is as under:

<b>Particulars</b>	<b>Amount in INR</b>
<b>Authorized Capital</b>	
10,000 Equity Shares of Rs.10 each	1,00,000
6,00,42,500 Preference Shares of Rs. 10 each	60,04,25,000
<b>Total</b>	<b>60,05,25,000</b>
<b>Issued, Subscribed &amp; Paid Up Capital</b>	
10,000 Equity Shares of Rs.10 Each fully paid up	1,00,000
41,500 0% Optionally Convertible Redeemable Preference Shares of Rs.10 each fully paid up	4,15,000
2,50,00,000 11% Non-Convertible Non-Cumulative Non-Participating Preference Shares of Rs.10 each fully paid up	25,00,00,000
3,50,00,000 12% Non-convertible Cumulative Redeemable Preference Shares of Rs.10 each fully paid up	35,00,00,000
<b>Total</b>	<b>60,05,15,000</b>

Subsequent to March 31, 2017, the authorized, issued, subscribed and paid-up share capital of the Demerged Company has not undergone any change.

- 1.2.2. The authorized, issued, subscribed and paid-up share capital of the Resulting Company as on March 31, 2017 is as under:

<b>Particulars</b>	<b>Amount in INR</b>
<b>Authorized Capital</b>	
2,50,00,000 Equity Shares of Rs.10 each	25,00,00,000
2,00,00,000 Preference Share of Rs.10 each	20,00,00,000
<b>Total</b>	<b>45,00,00,000</b>
<b>Issued, Subscribed &amp; Paid Up Capital</b>	
2,41,57,897 Equity Shares of Rs.10 each fully paid up	24,15,78,970
1,60,00,000 12% Non-convertible Cumulative Redeemable Preference Shares of Rs.10 each	16,00,00,000
<b>Total</b>	<b>40,15,78,970</b>

Subsequent to March 31, 2017, the authorized, issued, subscribed and paid-up share capital of the Resulting Company has not undergone any change.

## **1.3. DATE OF TAKING EFFECT AND OPERATIVE DATE**

This Scheme set out herein along with the modification(s) proposed, if any, by the appropriate authority, shall be effective from the Appointed Date but shall be operative from the Effective Date.

**PART 2**  
**DEMERGER OF THE DEMERGED UNDERTAKING**

**2.1. TRANSFER AND VESTING OF THE DEMERGED UNDERTAKING**

2.1.1. The Demerged Undertaking of the Demerged Company shall stand transferred to and vested in or deemed to be transferred to and vested in the Resulting Company, as a going concern, in accordance with Section 2(19AA) of the Income Tax Act, 1961 and in the following manner:

- (a) With effect from the Appointed Date, the whole of the undertaking and properties of the Demerged Undertaking, shall pursuant to the provisions contained in Sections 230 to 232 and all other applicable provisions, if any, of the Act and without any further act, deed, matter or thing, stand transferred to and vested in and / or be deemed to be transferred to and vested in the Resulting Company so as to vest in the Resulting Company all rights, title and interest pertaining to the Demerged Undertaking free from any charges and encumbrances.
- (b) With effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature and description of the Demerged Company pertaining to the Demerged Undertaking shall also, under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, and without any further act or deed, be transferred to or be deemed to be transferred to the Resulting Company, so as to become from the Appointed Date the debts, liabilities, contingent liabilities, duties and obligations of the Resulting Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen in order to give effect to the provisions of this sub-clause.
- (c) With effect from the Appointed Date and upon the Scheme becoming effective, any statutory licenses, permissions or approvals or consents held by the Demerged Company required to carry on operations of the Demerged Undertaking shall stand vested in or transferred to the Resulting Company without any further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Resulting Company and the benefit of all statutory and regulatory permissions, consents, registration or other licenses, and consents shall vest in and become available to the Resulting Company as if they were originally obtained by the Resulting Company. In so far as the various incentives, subsidies, rehabilitation schemes, special status and other benefits or privileges enjoyed, granted by any Government body, local authority or by any other person, or availed of by the Demerged Company relating to the Demerged Undertaking, are concerned, the same shall vest with and be available to the Resulting Company on the same terms and conditions as applicable to the Demerged Company, as if the same had been allotted and/or granted and/or sanctioned and/or allowed to the Resulting Company.
- (d) This Scheme has been drawn up to comply with the conditions relating to "Demerger" as specified under Section 2(19AA) of the Income-tax Act, 1961. If any terms or provisions of the Scheme is/are inconsistent with the provisions of Section 2(19AA) of the Income-tax Act, 1961, the provisions of Section 2(19AA) of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent necessary to comply with Section 2(19AA) of the Income-Tax Act, 1961; such modification to not affect other parts of the Scheme.

For the purpose of this Scheme, it is clarified that liabilities pertaining to the Demerged Undertaking of the Demerged Company include:

- (a) The liabilities, which arise out of the activities or operations of Demerged Undertaking of the Demerged Company.
- (b) Specific loans and borrowings raised, incurred and utilized solely for the activities or operation of Demerged Undertaking of the Demerged Company.

- (c) Liabilities other than those referred to in Sub-Clauses (a) and (b) above and not directly relatable to the Remaining Business of the Demerged Company, being the amounts of general or multipurpose borrowings of the Demerged Company shall be allocated to the Demerged Undertaking of the Demerged Company in the same proportion in which the value of the assets transferred under this Clause bears to the total value of the assets of the Demerged Company immediately before giving effect to this Scheme. The parties shall mutually agree upon the identification of the liabilities to be transferred to the Resulting Company as liabilities pertaining to the Demerged Undertaking.

## **2.2. REMAINING BUSINESS OF THE DEMERGED COMPANY**

2.2.1. It is clarified that the Remaining Business of the Demerged Company shall continue with the Demerged Company as follows:

- (a) The Remaining Business of the Demerged Company and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by the Demerged Company.
- (b) All legal and other proceedings by or against the Demerged Company under any statute, whether pending and / or arising on or before the Appointed Date and relating to the Remaining Business of the Demerged Company (including those relating to any property, right, power, liability, obligation or duty, of the Demerged Company in respect of the Remaining Business of the Demerged Company) shall be continued and enforced by or against the Demerged Company.
- (c) With effect from the date of filing of this Scheme with the Tribunal and up to and including the Effective Date –
  - i. the Demerged Company shall be deemed to have been carrying on all business and activities relating to the Remaining Business of the Demerged Company for and on its own behalf;
  - ii. all income or profit accruing to the Demerged Company or expenditure or losses arising or incurred by it relating to the Remaining Business of the Demerged Company are and shall for all purposes, be treated as the income or profit or expenditure or losses, as the case may be, of the Demerged Company.

## **2.3. CONSIDERATION**

2.3.1. Upon the Scheme becoming effective and in consideration of transfer and vesting of the undertaking of the Demerged Undertaking of the Demerged Company in the Resulting Company, the Resulting Company shall, without any further application or deed, issue and allot, at par, to all equity and preference shareholders of the Demerged Company whose name appears in the Register of Members of the Demerged Company as on the Effective Date or to his/her heirs, executors, administrators or the successors-in-title, as the case may be, fully paid-up preference shares(terms and conditions are given in Schedule I), in the following ratio:

- "10,000 Preference Shares of Rs.10/- each amounting to Rs.1,00,000 of the Resulting Company to be issued and allotted to the equity shareholders of the Demerged Company on a proportionate basis."
- "1,000 Preference Shares of Rs.10/- each amounting to Rs.10,000 of the Resulting Company to be issued and allotted to the holders of 0% Optionally Convertible Redeemable Preference Shares of the Demerged Company on a proportionate basis."
- "1,000 Preference Shares of Rs.10/- each amounting to Rs.10,000 of the Resulting Company to be issued and allotted to the holders of 11% Non-Convertible Non-Cumulative Non-Participating Preference Shares of the Demerged Company on a proportionate basis."
- "1,000 Preference Shares of Rs.10/- each amounting to Rs.10,000 of the Resulting Company to be issued and allotted to the holders of 12% Non-convertible Cumulative Redeemable Preference Shares of the Demerged Company on a proportionate basis."

- 2.3.2. Any fraction arising on issue of shares as above will be rounded off to the nearest integer.
- 2.3.3. The preference shares to be issued by the Resulting Company pursuant to Clause 2.3.1 above shall be issued in physical form by the Resulting Company, unless otherwise requested in writing by the shareholders of the Demerged Company.
- 2.3.4. The shares to be issued and allotted as above shall be subject to the Memorandum and Articles of Association of the Resulting Company.
- 2.3.5. The Resulting Company shall take necessary steps to increase or alter or re-classify, if necessary, its Authorized Share Capital suitably to enable it to issue and allot the shares required to be issued and allotted by it under this Scheme.
- 2.3.6. The approval of this Scheme by the shareholders of the Resulting Company shall be deemed to be due compliance of all applicable provisions of the Act for the issue and allotment of shares by the Resulting Company to the shareholders of the Demerged Company, as provided in this Scheme.
- 2.3.7. It is clarified that no special resolution under Section 62 or Section 55 of the Act shall be required to be passed by the Resulting Company separately in a general meeting for issue of shares to the members of the Demerged Company under this Scheme and on the shareholders of the Resulting Company approving this Scheme, it shall be deemed that they have given their consent to the issue of preference shares to the members of the Demerged Company.

#### **2.4. ACCOUNTING TREATMENT IN THE BOOKS OF THE DEMERGED COMPANY**

- 2.4.1. Upon the Scheme becoming effective, the Demerged Company shall reduce in its books of account the assets and liabilities pertaining to the Demerged undertaking at their respective book values.
- 2.4.2. Inter-company balances and transaction between the Resulting Company and the Demerged Undertaking of the Demerged Company, if any, will stand cancelled.
- 2.4.3. The difference being the excess of the book value of assets pertaining to the Demerged Undertaking over the book value of the liabilities pertaining to the Demerged Undertaking after giving effect to Clause 2.4.2 shall be debited to Profit and Loss Account. In case of there being a deficit, the same shall be credited by the Demerged Company to Capital Reserve Account.

#### **2.5. ACCOUNTING TREATMENT IN THE BOOKS OF THE RESULTING COMPANY**

- 2.5.1. The Resulting Company shall record the assets and liabilities pertaining to the Demerged Undertaking, at their respective book values as appearing in the books of the Demerged Company;
- 2.5.2. The Resulting Company shall credit to its share capital account, the aggregate face value of the Preference Shares issued by it pursuant to Clause 2.3.1 of this Scheme;
- 2.5.3. Inter-company balances and transaction between the Resulting Company and the Demerged Undertaking of the Demerged Company, if any, will stand cancelled;
- 2.5.4. The difference being excess of assets over liabilities recorded by the Resulting Company as per Clause 2.5.1 after giving effect to Clause 2.5.2, and Clause 2.5.3 above shall be credited to the Capital Reserve Account. In case there being a deficit, the same shall be debited to Goodwill.
- 2.5.5. If considered appropriate for the purpose of application of uniform accounting methods and policies between the Demerged Company and the Resulting Company, the Resulting Company may make suitable adjustments to its accounting methods and policies and debit the difference to its Reserves.

#### **2.6. CONDUCT OF BUSINESS UNTIL THE EFFECTIVE DATE**

- 2.6.1. With effect from the date of filing the Scheme in the Tribunal and up to and including the Effective Date, except in the ordinary course of business, the Demerged Company shall not without the prior written consent of the Board of the Resulting Company or pursuant to any pre-existing obligation, sell, transfer or otherwise alienate, charge, mortgage or encumber or otherwise deal with or dispose off the Demerged Undertaking or any part thereof.

- 2.6.2. The Demerged Company, in relation to the Demerged Undertaking shall carry on and deemed to have carried on its business and activities and shall stand possessed of its entire business and undertakings, in trust for the Resulting Company and shall account for the same to the Resulting Company.
- 2.6.3. With effect from the Appointed date, all the income or profits accruing or arising to the Demerged Company, in relation to the Demerged Undertaking and all costs, charges, expenses or losses incurred by the Demerged Company, in relation to the Demerged Undertaking shall for all purposes be treated as the income, profits, costs, charges, expenses and losses as the case may be of the Resulting Company.
- 2.6.4. The Demerged Company shall not utilise the profits or income pertaining to the Demerged Undertaking for the purpose of declaring or paying any dividend or for any other purpose in respect of the period falling on and after the Appointed Date, without the prior written consent of the Resulting Company.
- 2.6.5. The Demerged Company shall indemnify and hold harmless the Resulting Company in the event of any adverse consequences including any kind of liability imposed, suffered or incurred by the Resulting Company due to any act and, or omission of a financial, legal and/ or regulatory nature by the Demerged Company with respect to the Demerged Undertaking including any liability and, or an adverse consequence that arises due to any deviation in the Accounts or representations made with respect to the Accounts.

## **2.7. LEGAL PROCEEDINGS**

- 2.7.1. All legal proceedings of whatsoever nature by or against the Demerged Company pending and/or arising before the Effective Date and relating to the Demerged Undertaking, shall not abate or be discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in this Scheme but shall be continued and enforced by or against the Resulting Company, as the case may be in the same manner and to the same extent as would or might have been continued and enforced by or against the Demerged Company. Any cost pertaining to the said proceedings between the Appointed Date and the Effective date incurred by the Demerged Company shall be reimbursed by the Resulting Company.
- 2.7.2. After the Effective Date, if any proceedings are taken against the Demerged Company in respect of the matters referred to in the sub-clause 2.7.1 above, they shall defend the same at the cost of the Resulting Company, and the Resulting Company shall reimburse and indemnify the Demerged Company against all liabilities and obligations incurred by the Demerged Company in respect thereof.
- 2.7.3. The Resulting Company undertakes to have all legal or other proceedings initiated by or against the Demerged Company referred to in Clauses 2.7.1 or 2.7.2 above transferred into its name and to have the same continued, prosecuted and enforced by or against the Resulting Company as the case may be, to the exclusion of the Demerged Company.

## **2.8. CONTRACTS, DEEDS, ETC.**

- 2.8.1. Notwithstanding anything to the contrary contained in the contract, deed, bond, agreement or any other instrument, but subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments, if any, of whatsoever nature and subsisting or having effect on the Effective Date and relating to the Demerged Undertaking of the Demerged Company, shall continue in full force and effect against or in favour of the Resulting Company and may be enforced effectively by or against Resulting Company as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party thereto.
- 2.8.2. The Resulting Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, enter into, or issue or execute deeds, writings, confirmations, novations, declarations, or other documents with, or in favour of any party to any contract or arrangement to which the Demerged Company is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Resulting Company shall, be deemed to be authorised to execute any such writings on behalf of the Demerged Company and to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of the Demerged Company.

## **2.9. SAVING OF CONCLUDED TRANSACTIONS**

The transfer of properties and liabilities above and the continuance of proceedings by or against Resulting Company above shall not affect any transaction or proceedings already concluded in the Demerged Company, in relation to the Demerged Undertaking on or after the Appointed Date till the Effective Date, to the end and intent that the Resulting Company accepts and adopt all acts, deeds and things done and executed by the Demerged Company, in relation to the Demerged Undertaking in respect thereto as done and executed on behalf of itself.

## **2.10. STAFF, WORKMEN & EMPLOYEES**

2.10.1. Upon the coming into effect of this Scheme, all employees of the Demerged Company engaged in or in relation to the Demerged Undertaking of the Demerged Company and who are in such employment as on the Effective Date shall become the employees of the Resulting Company and, subject to the provisions of this Scheme, on terms and conditions not less favorable than those on which they are engaged by the Demerged Company and without any interruption of or break in service as a result of the transfer of the Demerged Undertaking.

2.10.2. In so far as the existing provident fund, gratuity fund and pension and/or superannuation fund, trusts, retirement fund or benefits and any other funds or benefits created by the Demerged Company for the employees related to the Demerged Undertaking (collectively referred to as the "Funds"), the Funds and such of the investments made by the Funds which are referable to the employees related to the Demerged Undertaking being transferred to Resulting Company, in terms of Clause 2.10.1 above shall be transferred to Resulting Company and shall be held for their benefit pursuant to this Scheme in the manner provided hereinafter. The Funds shall, subject to the necessary approvals and permissions and at the discretion of Resulting Company, either be continued as separate funds of Resulting Company for the benefit of the employees related to Demerged Undertaking or be transferred to and merged with other similar funds of Resulting Company. In the event that the Resulting Company do not have their own funds in respect of any of the above, the Resulting Company may, subject to necessary approvals and permissions, continue to contribute to the relevant Funds of the Demerged Company, until such time that the Resulting Company create their own fund, at which time the Funds and the investments and contributions pertaining to the employees related to Demerged Undertaking shall be transferred to the funds created by the Resulting Company.

## **2.11. TAX CREDITS**

2.11.1. The Resulting Company will be the successor of the Demerged Company vis-à-vis the Demerged Undertaking. Hence, it will be deemed that the benefit of any tax credits, central or state availed vis-à-vis the Demerged Undertaking and the obligations if any for payment of the tax on any assets forming part of Demerged Undertaking or their installation, etc. shall be deemed to have been availed by the Resulting Company or as the case may be deemed to be the obligations of the Resulting Company.

2.11.2. Without prejudice to the generality of the foregoing on and from the Appointed Date, if any certificate for tax deducted at source or any other tax credit certificate relating to the Demerged Undertaking is received in the name of the Demerged Company, it shall be deemed to have been received by the Resulting Company which alone shall be entitled to claim credit for such tax deducted or paid.

2.11.3. Upon the coming into effect of this Scheme, the Demerged Company and the Resulting Company are expressly permitted to revise their respective tax returns and related withholding tax certificates, including withholding tax certificates relating to transactions between the Demerged Company and the Resulting Company, to the extent required and to claim refunds, advance tax and withholding tax credits, and benefit of credit for minimum alternate tax, or any other tax related compliances or filings of forms.

**PART 3**  
**OTHER TERMS AND CONDITIONS**

**3.1 APPLICATION TO THE TRIBUNAL**

- 3.1.1 The Demerged Company and the Resulting Company shall as may be required make applications and/or petitions under Sections 230 to 232 of the Act and other applicable provisions of the Act to the Tribunal for sanction of this Scheme and all matters ancillary or incidental thereto.

**3.2 MODIFICATION OR AMENDMENTS TO THE SCHEME**

- 3.2.1 The Demerged Company and the Resulting Company, by their respective Board may assent to any modifications/amendments to the Scheme or to any conditions or limitations that the Court and/or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e. the Board) subject to the approval of the Tribunal or any other authorities under applicable law. The Demerged Company and the Resulting Company by their respective Board be and are hereby authorised to take all such steps as may be necessary, desirable or proper including by way of modification of the terms of the Scheme to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.

**3.3 CONDITIONALITY OF THE SCHEME**

This Scheme is and shall be conditional upon and subject to:

- 3.3.1 The Scheme being approved by the requisite majorities in number and value of such classes of persons including the creditors of the Demerged Company and the Resulting Company as may be directed by the Tribunal or any other competent authority, as may be applicable.
- 3.3.2 The Scheme being sanctioned by the Tribunal or any other authority under Sections 230 to 232 of the Act.
- 3.3.3 Certified copies of the Orders of Tribunal sanctioning the Scheme being filed with the Registrar of Companies, Maharashtra, at Mumbai.

**3.4 EFFECT OF NON-RECEIPT OF APPROVALS**

- 3.4.1 In the event of any of the said sanctions and approvals referred to in the preceding Clauses not being obtained and/ or the Scheme not being sanctioned by the Tribunal or such other competent authority and / or the Order not being passed as aforesaid before December 31, 2018 or within such further period or periods as may be agreed upon between the Demerged Company and the Resulting Company by their Boards (and which the Boards of the Companies are hereby empowered and authorised to agree to and extend the Scheme from time to time without any limitation), this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law. Any costs, charges and expenses incurred connection with the Scheme shall be borne by the resulting company.

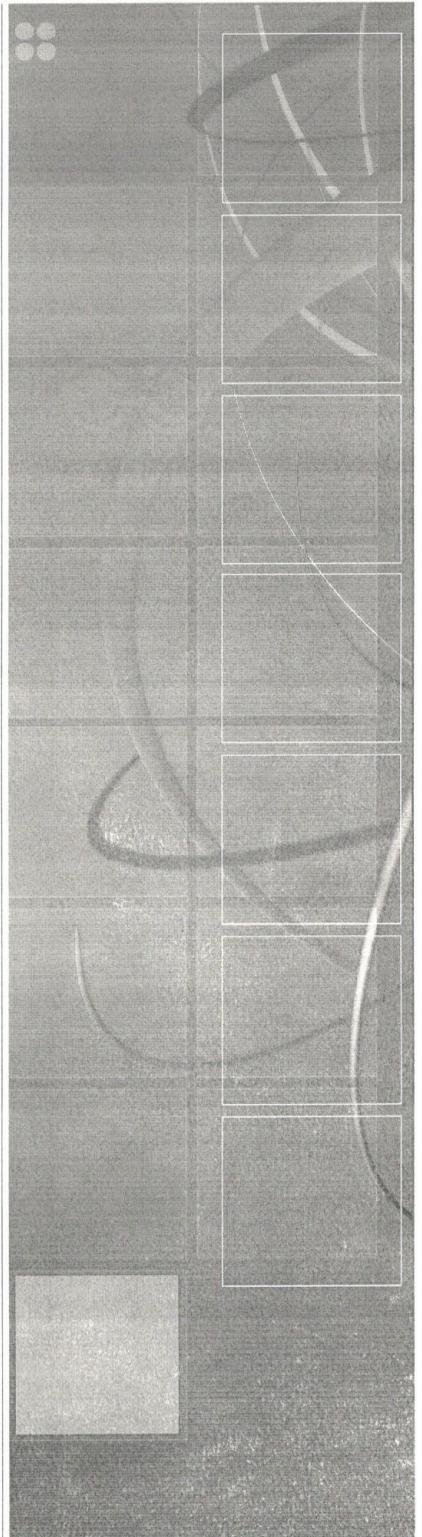
**3.5 COSTS, CHARGES & EXPENSES**

- 3.5.1 All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of, or incurred in carrying out and implementing this Scheme and matters incidental thereto, shall be borne by the Resulting Company.

## SCHEDULE I

### TERMS AND CONDITIONS FOR ISSUE OF PREFERENCE SHARES

Issuer	Reliance Financial Limited
Instrument	Non-convertible cumulative redeemable preference shares
Face value	Rs.10 per share
Issue Price	Rs.10 per share
Tenure	Redeemable at the end of 10 years from the date of allotment
Dividend	12% p.a. on the Face Value
Redemption on maturity	Each preference share shall be redeemed at the Issue Price
Early Redemption	At the option of the holder, the preference shares can be redeemed at Issue Price, at any time after the date of allotment by giving not less than 10 days advance notice to the Company.



## Share Entitlement Report

Scheme of arrangement between Reliance Money Solutions Private Limited ("the Demerged Company") and Reliance Financial Limited ("the Resulting Company") and their respective shareholders

October 10, 2017

**VISHAL LAHERI & ASSOCIATES**  
**Chartered Accountants**

**Regd. Office:** 801, Nirmal's Nest, Devidas Road, Borivali - West, Mumbai -400103.

**Office:** 022 69408000

**Email:** vl.associates001@gmail.com



**Vishal Laheri & Associates  
CHARTERED ACCOUNTANTS**

801, Nirmal's Nest, Devidas Road, Borivali – West, Mumbai – 400 103  
Tel: +91 22 69408000 Email: [vl.associates001@gmail.com](mailto:vl.associates001@gmail.com)

<p>To, <b>The Board of Directors,</b> <b>Reliance Money Solutions Private Limited</b> 7th Floor, B-Wing, Trade World, Kamala Mills Compound, S. B. Marg Lower Parel, Mumbai – 400013.</p>	<p>To, <b>The Board of Directors,</b> <b>Reliance Financial Limited</b> 7th Floor, B-Wing, Trade World, Kamala Mills Compound, S. B. Marg Lower Parel, Mumbai – 400013.</p>
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*Date: October 10, 2017*

Dear Sir,

**Subject: Report on the share entitlement ratio for the proposed Scheme of Arrangement between Reliance Money Solutions Private Limited ("the Demerged Company" or "RMSPL") and Reliance Financial Limited ("the Resulting Company" or "RFL") and their respective Shareholders ("the Scheme")**

We understand that the Management of the Demerged Company and the Resulting Company are reconsidering a Scheme of Arrangement under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act") for the transfer and vesting of the division engaged in the distribution of financial products other than mutual funds ("the Demerged Undertaking") of RMSPL into RFL on a going concern basis.

Vishal Laheri & Associates ("We") have been appointed to recommend the share entitlement ratio in which the Resulting Company would have to issue preference shares of the Resulting Company to the shareholders of the Demerged Company, pursuant to the Scheme.

All information in this report with respect to the valuation subject has been obtained by us from you/ your authorized personnel only. We are responsible only to the Companies engaging us and nobody else. We understand that the contents of our report have been reviewed in detail by the Management and that you agree with the contents of this report (especially fact based).

If you have any questions or require additional information, please do feel free to contact us.

For Vishal Laheri & Associates  
Chartered Accountants, Mumbai

  
Vishal Laheri FCA | Proprietor  
Membership No. 115033  
FRN: 143714W  
Place: Mumbai



## Vishal Laheri & Associates | Chartered Accountants

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### Contents

Engagement Background.....	4
Information Sources .....	5
Salient features of the proposed Scheme.....	5
Valuation Methodologies .....	5
Valuation Analysis .....	6
Valuation Conclusion .....	7
Limiting Conditions .....	7



### **Engagement Background**

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- Reliance Money Solutions Private Limited is a company incorporated on 23<sup>rd</sup> August, 2000. It is engaged into mutual funds distribution and distribution of financial products other than mutual funds viz. home loans, personal loans, credit cards etc. Currently, it has a network of approximately 47 branches across India, through which it operates its both the distribution businesses. The shareholding pattern of RMSPL as on March 31, 2017 is as follows:

Particulars	Rupees
<b>Authorized Share Capital</b>	
10,000 Equity shares of Rs. 10/- each	1,00,000
600,42,500 Preference shares of Rs. 10/- each	60,04,25,000
<b>Total</b>	<b>60,05,25,000</b>
<b>Issued, subscribed and paid-up Share Capital</b>	
10,000 Equity shares of Rs. 10/- each fully paid up	1,00,000
41,500 0% Optionally Convertible Redeemable Preference shares of Rs.10/- each fully paid up	4,15,000
2,50,00,000 11% Non-Convertible Non-Cumulative Non-Participating Preference shares of Rs. 10/- each fully paid up	25,00,00,000
3,50,00,000 12% Non-Convertible Cumulative Redeemable Preference shares of Rs. 10/- each fully paid up	35,00,00,000
<b>Total</b>	<b>60,05,15,000</b>

There has been no change in the Share Capital of RMSPL since March 31, 2017.

- Reliance Financial Limited is engaged in the business of margin trade finance, providing loan against securities / promoter funding and IPO financing business and is currently, classified as Systematically Important non-deposit taking NBFC(SI-ND), and registered with the Reserve Bank of India since 2006.

The Shareholding Pattern of the RFL as on March 31, 2017 is as follows:

Particulars	Rupees
<b>Authorized Share Capital</b>	
2,50,00,000 Equity shares of Rs. 10/- each	25,00,00,000
2,00,00,000 Preference shares of Rs. 10/- each	20,00,00,000
<b>Total</b>	<b>45,00,00,000</b>
<b>Issued, subscribed and paid-up Share Capital</b>	
2,41,57,897 Equity shares of Rs. 10/- each fully paid up	24,15,78,970
1,60,00,000 12% Non-Convertible Cumulative Redeemable Preference Shares of Rs. 10 each	16,00,00,000
<b>Total</b>	<b>40,15,78,970</b>

There has been no change in the Share Capital of RFL since March 31, 2017.

- RMSPL and RFL (collectively referred to as "the Companies") are part of the same group i.e. "Reliance Capital Limited".



4. The Management of the Companies arecontemplating a restructuring exercise, whereby it is proposed to demerge the Demerged Undertaking of RMSPL into RFL.

### **Information Sources**

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For the purposes of undertaking this valuation exercise, we have relied on the following sources of information and documents:

- o Audited Financial statements of RMSPL and RFL for FY 2016-17
- o Divisional Financial Statement of RMSPL for FY 2016-17
- o Memorandum and Articles of Association of RMSPL and RFL
- o Draft Scheme of Arrangement between RMSPL and RFL
- o Discussion with Management of the Companies regarding their business operations
- o Representation letter provided by the Management of the Companies

### **Salient features of the proposed Scheme**

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- a. The Scheme envisages the demerger of Demerged Undertaking of RMSPL into RFL with effect from the Appointed Date of April 1, 2017.
- b. With effect from the Appointed Date, all the assets and liabilities, duties, obligations, contracts etc. of the Demerged Undertaking shall be transferred to and vested in RFL at their book values.
- c. In consideration, RFL shall issue preference shares to all the shareholders of RMSPL.
- d. RMSPL will continue to pursue its interest in the Mutual fund distribution (as defined hereinafter) as is presently being carried out, subject to the applicable regulatory requirements, business risks, etc. specific to its Remaining Business.

### **Valuation Methodologies**

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For the purpose of valuation, it is necessary to select an appropriate basis of valuation amongst the various alternatives. It is universally recognized that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose. There are various internationally accepted pricing methodologies which can be applied to arrive at the valuation based on the specifics of the case. The application of any particular method of valuation depends upon various factors including the size of asset / company, nature of its business and purpose of valuation. Further, the concept of valuation is all about the price at which a transaction takes place i.e. the price at which seller is willing to sell and buyer is willing to buy. Thus,



the market value of any commodity would be the most indicative price. Accordingly, a fair and proper approach for valuing the Investment will use a combination of these methods.

The following methods are generally used for determining the fair value of the Shares:

- Market Approach;
- Cost / Asset Approach; and
- Income Approach

<b>Aspect</b>	<b>Market Approach</b>	<b>Cost / Asset Approach</b>	<b>Income Approach</b>
<b>Valuation principle applied</b>	Values of companies operating in the same industry are correlated	A prudent investor will pay no more for a business than the amount for which he could replace / re-create it	Discounts future cash flows to the present date
<b>Relevant parameters</b>	Market Multiples (EBITDA, Revenue, etc.) or matrix pricing (compare with benchmark securities)	Net Asset Value method (NAV)	Discounted Cash Flows (DCF)
<b>Appropriate situations to which the method may be applied</b>	Market Approach uses prices and other relevant information generated by market transactions involving comparable assets/liabilities/business, and considers qualitative and quantitative factors.	Net Asset Value method is mainly used when maintainable profit of the entity cannot be estimated accurately. Additionally, it is used when there are risks attached to the profitability of the company and going concern assumption is challenged.	DCF is commonly used to value businesses or equity interests. It is appropriate for use when the wealth generating capacity of the business is determinable, going concern assumption is valid and when forecasts are available.

### **Valuation Analysis**

For the purpose of arriving at the fair value of shares of a company, it would be necessary to select an appropriate basis for valuation from among the various alternatives available. The application of any particular method of valuation depends on the condition of the company, nature of its business and purpose of valuation. Different values may exist for different purposes.

Ideally, for a going concern cash generating unit, the DCF is the most suitable basis for estimating the fair value of the division. In the present case, the Demerged Company (including the Demerged Undertaking) has been incurring significantly losses in the past and has accumulated losses. Basis the



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losses of the divisions and our discussion with the Management, we have been clarified that the cash flows of the Demerged Undertaking cannot be projected.

Given the absence of a future profitability projection, we have thus relied on the NAV method for our valuation exercise. In the present case, the NAV of the Demerged Undertaking is negative (Refer Annexure 1) and hence the valuation of the Demerged Undertaking is **NIL**. Since, the NAV of the Demerged Undertaking is negative and also the fact that both the Companies are a part of the same group i.e. "Reliance Capital Group" having common ultimate parent, the Management of the Companies have proposed to issue nominal preference shares of the Resulting Company to both the equity and preference shareholders of RMSPL upon demerger.

### Valuation Conclusion

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On the basis of our review and analysis and based on the information/representation made available to us, we believe that the following ratios identified by the Management of the Companies would be fair and reasonable:

- **For Equity shareholders of the Demerged Company**

- "10,000 Preference Shares of Rs. 10/- each amounting to Rs. 1,00,000 of the Resulting Company to be issued and allotted to the equity shareholders of the Demerged Company on a proportionate basis."

- **For Preference shareholders Demerged Company**

- "1,000 Preference Shares of Rs.10/- each amounting to Rs.10,000 of the Resulting Company to be issued and allotted to the holders of 0% Optionally Convertible Redeemable Preference Shares of the Demerged Company on a proportionate basis."
- "1,000 Preference Shares of Rs.10/- each amounting to Rs.10,000 of the Resulting Company to be issued and allotted to the holders of 11% Non-Convertible Non-Cumulative Non-Participating Preference Shares of the Demerged Company on a proportionate basis."
- "1,000 Preference Shares of Rs.10/- each amounting to Rs.10,000 of the Resulting Company to be issued and allotted to the holders of 12% Non-convertible Cumulative Redeemable Preference Shares of the Demerged Company on a proportionate basis."

### Limiting Conditions

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- Valuation analysis and results are specific to the purpose of valuation mentioned in this report as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.
- We owe responsibility to only the Client that has retained us and nobody else. We do not accept any liability to any third party in relation to the issue of this valuation report.
- We have relied on information as provided to us. We assume no responsibility for the accuracy and completeness of information and will not be held liable for it under any circumstances. We



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have not conducted an audit, or due diligence, or reviewed / validated the projections / financial data provided by the Management.

- We assume that the Management has brought to our attention all material transactions, events or any other factors having an impact on the valuations.
- Our analysis is based on the market conditions and the regulatory environment that currently exists. However, changes to the same in the future could impact the company and the industry it operates in, which may impact our valuation analysis.
- Neither we nor any of our affiliates are responsible for updating this report because of events or transactions occurring subsequent to the date of this report.
- The valuation analysis and result relies upon the information substantively contained herein and which inter alia has been provided by you.
- This report has been prepared for the Management of RMSPL and RFL solely for the purpose of the proposed restructuring discussed in this report. This report should not be used for any other purpose.
- The recommendation contained herein is not intended to represent the share exchange ratio at any time other than the Valuation Date that is specifically stated in this report.



**Annexure 1: Net worth of the Demerged Undertaking of RMSPL as on March 31, 2017**

Particulars	Demerged Undertaking of RMSPL (Rs. In crs)
<b>Non-current liabilities</b>	
Long-term borrowings	
Other Non Current Liabilities and Provisions	0.01
<b>Current liabilities</b>	
Short-term borrowings	14.80
Other Current Liabilities and Provisions	0.22
<b>Total</b>	<b>15.03</b>
<b>Assets</b>	
Fixed Assets	7.08
Non-current Investments	-
Long Term Loans and Advances	1.24
Other non Current Assets	-
Current Assets	1.01
<b>Total</b>	<b>9.33</b>
<b>Net Worth</b>	<b>(5.70)</b>



**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF RELIANCE FINANCIAL LIMITED AT ITS MEETING HELD ON OCTOBER 11, 2017 EXPLAINING EFFECT OF THE SCHEME OF ARRANGEMENT ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS**

**1. Background:**

- 1.1. A meeting of the Board of Directors ('Board') of Reliance Financial Limited ('**the Company**' or '**RFL**' or '**the Resulting Company**') was held on October 11, 2017 to consider and recommend the proposed Scheme of Arrangement between Reliance Money Solutions Private Limited ('**the Demerged Company**' or '**RMSPL**') and Reliance Financial Limited and their respective Shareholders ('**Scheme**').
- 1.2. In terms of section 232(2)(c) of Companies Act, 2013, a report from the Board of the Company explaining the effect of the compromise or arrangement on each class of shareholders, key managerial personnel, promoters, and non-promoter shareholders has to be appended with the notice of the meeting of shareholders and creditors. Further the said report has to specify any special valuation difficulties, if any, in the valuation. This report of the Board is made in order to comply with the requirements of section 232(2)(c) of Companies Act, 2013.
- 1.3. While deliberating on the Scheme, the Board had, inter-alia, considered and took on record following necessary documents ('Documents'):
  - a. Draft Scheme of Arrangement between RMSPL and the Company and their respective shareholders; and
  - b. Share Entitlement Report dated October 10, 2017 issued by M/s. Vishal Laheri & Associates, Chartered Accountants, on the proposed Scheme.

**2. Background to the proposed Scheme:**

The Scheme provides for transfer and vesting of the Demerged Undertaking (as defined in the Scheme) of RMSPL into RFL pursuant to provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of law.

**Rationale of the Scheme**

The proposed demerger is expected to achieve:

- (i) Greater integration of operations and greater financial strength and flexibility resulting in operational synergy of the combined business segment;
- (ii) Greater efficiency in management of resources of the Resulting Company and access to resources of the Demerged Undertaking by the Resulting Company that may be deployed more efficiently in the combined business;
- (iii) Reducing administrative, operative and marketing cost; and
- (iv) The Demerged Company and the Resulting Company are wholly owned subsidiaries of Reliance Capital Limited, therefore demerger of Demerged Undertaking from the Demerged Company into the Resulting Company would lead to simplification of the group business structure and elimination of multiple business running across various entities.

**3. Valuation:**

The Share Entitlement Report has been obtained from M/s. Vishal Laheri & Associates, Chartered Accountants, an independent valuer. The report states the following ratio:

**For Equity Shareholders:**

10,000 Preference Shares of Rs.10/- each amounting to Rs.1,00,000 of the Resulting Company to be issued and allotted to the equity shareholders of the Demerged Company on a proportionate basis.

**For Preference Shareholders:**

- 1,000 Preference Shares of Rs.10/- each amounting to Rs.10,000 of the Resulting Company to be issued and allotted to the holders of 0% Optionally Convertible Redeemable Preference Shares of the Demerged Company on a proportionate basis.
- 1,000 Preference Shares of Rs.10/- each amounting to Rs.10,000 of the Resulting Company to be issued and allotted to the holders of 11% Non-Convertible Non-Cumulative Non-Participating Preference Shares of the Demerged Company on a proportionate basis.
- 1,000 Preference Shares of Rs.10/- each amounting to Rs.10,000 of the Resulting Company to be issued and allotted to the holders of 12% Non-Convertible Cumulative Redeemable Preference Shares of the Demerged Company on a proportionate basis.

**4. Impact on key stakeholders:**

There is expected to be no adverse effect of the said Scheme on the key managerial personnel, directors, shareholders of the Company.

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF RELIANCE MONEY SOLUTIONS PRIVATE LIMITED AT ITS MEETING HELD ON OCTOBER 10, 2017 EXPLAINING EFFECT OF THE SCHEME OF ARRANGEMENT ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS**

**1. Background:**

- 1.1. A meeting of the Board of Directors ('Board') of Reliance Money Solutions Private Limited ('**the Company**' or "**RMSPL**" or '**the Demerged Company**') was held on October 10, 2017 to consider and recommend the proposed Scheme of Arrangement between Reliance Money Solutions Private Limited and Reliance Financial Limited (' or '**the Resulting Company**' or '**RFL**') and their respective Shareholders ('**Scheme**').
- 1.2. In terms of section 232(2)(c) of Companies Act, 2013, a report from the Board of the Company explaining the effect of the compromise or arrangement on each class of shareholders, key managerial personnel, promoters, and non-promoter shareholders has to be appended with the notice of the meeting of shareholders and creditors. Further the said report has to specify any special valuation difficulties, if any, in the valuation. This report of the Board is made in order to comply with the requirements of section 232(2)(c) of Companies Act, 2013.
- 1.3. While deliberating on the Scheme, the Board had, inter-alia, considered and took on record following necessary documents ('Documents'):
  - a. Draft Scheme of Arrangement between the Company and RFL and their respective shareholders; and
  - b. Share Entitlement Report dated October 10, 2017 issued by M/s. Vishal Laheri & Associates, Chartered Accountants, on the proposed Scheme.

**2. Background to the proposed Scheme:**

The Scheme provides for transfer and vesting of the Demerged Undertaking (as defined in the Scheme) of RMSPL into RFL pursuant to provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of law.

**Rationale of the Scheme**

The proposed demerger is expected to achieve:

- (i) Greater integration of operations and greater financial strength and flexibility resulting in operational synergy of the combined business segment;
- (ii) Greater efficiency in management of resources of the Resulting Company and access to resources of the Demerged Undertaking by the Resulting Company that may be deployed more efficiently in the combined business;
- (iii) Reducing administrative, operative and marketing cost; and
- (iv) The Demerged Company and the Resulting Company are wholly owned subsidiaries of Reliance Capital Limited, therefore demerger of Demerged Undertaking from the Demerged Company into the Resulting Company would lead to simplification of the group business structure and elimination of multiple business running across various entities.

**3. Valuation:**

The Share Entitlement Report has been obtained from M/s. Vishal Laheri & Associates, Chartered Accountants, an independent valuer. The report states the following ratio:

**For Equity Shareholders:**

10,000 Preference Shares of Rs.10/- each amounting to Rs.1,00,000 of the Resulting Company to be issued and allotted to the equity shareholders of the Demerged Company on a proportionate basis.

**For Preference Shareholders:**

- 1,000 Preference Shares of Rs.10/- each amounting to Rs.10,000 of the Resulting Company to be issued and allotted to the holders of 0% Optionally Convertible Redeemable Preference Shares of the Demerged Company on a proportionate basis.
- 1,000 Preference Shares of Rs.10/- each amounting to Rs.10,000 of the Resulting Company to be issued and allotted to the holders of 11% Non-Convertible Non-Cumulative Non-Participating Preference Shares of the Demerged Company on a proportionate basis.
- 1,000 Preference Shares of Rs.10/- each amounting to Rs.10,000 of the Resulting Company to be issued and allotted to the holders of 12% Non-Convertible Cumulative Redeemable Preference Shares of the Demerged Company on a proportionate basis.

**4. Impact on key stakeholders:**

There is expected to be no adverse effect of the said Scheme on the key managerial personnel, directors, shareholders of the Company.

**RELIANCE FINANCIAL LIMITED**

**SUPPLEMENTARY UNAUDITED ACCOUNTING STATEMENT AS ON JUNE 30, 2017**

**BALANCE SHEET JUNE 30, 2017**

Particulars	Note	June 30, 2017 Amount in ₹	March 31, 2017 Amount in ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2	401,578,970	401,578,970
(b) Reserves and surplus	3	751,269,631	736,651,507
<b>2 Non current liabilities</b>			
(a) Long term borrowings	4	1,569,900,000	1,532,300,000
(b) Long term provisions	5	124,554,371	59,792,831
<b>3 Current liabilities</b>			
(a) Short term borrowings	6	-	39,329,937
(b) Other current liabilities	7	919,309,562	781,279,210
(c) Short term provisions	8	34,688,320	45,368,225
<b>TOTAL</b>		<b>3,801,300,854</b>	<b>3,596,300,680</b>
<b>II. ASSETS</b>			
<b>1 Non current assets</b>			
(a) Fixed assets	9	879,042	908,537
(i) Intangible assets			
(b) Non current investments	10	579,424,233	579,424,233
(c) Deferred tax assets (Net)	11	6,634,992	4,385,727
(d) Long-term loans and advances	12	19,157,407	10,958,206
(e) Other non current assets	13	109,115,223	109,115,223
<b>2 Current assets</b>			
(a) Current investments	14	9,268,877	5,029,665
(b) Stock in trade	15	126,274,394	493,724,580
(c) Trade receivable	16	1,006,250	1,052,250
(d) Cash and bank balances	17	111,602,810	258,101,416
(e) Short-term loans and advances	18	2,747,058,837	2,056,959,619
(f) Other current assets	19	90,878,790	76,641,225
<b>TOTAL</b>		<b>3,801,300,854</b>	<b>3,596,300,680</b>

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The accompanying notes form an integral part of the financial statements

**RELIANCE FINANCIAL LIMITED**

**SUPPLEMENTARY UNAUDITED ACCOUNTING STATEMENT AS ON JUNE 30, 2017**

**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED JUNE 30, 2017**

Particulars	Note	April 1, 2017 to June 30, 2017 Amount in ₹	April 1, 2016 to June 30, 2016 Amount in ₹	April 1, 2016 to March 31, 2017 Amount in ₹
I Revenue from operations	20	96,177,106	33,491,550	216,795,629
II Other income	21	8,919,450	3,027,384	27,851,446
<b>III Total Revenue (I+II)</b>		<b>105,096,556</b>	<b>36,518,934</b>	<b>244,647,074</b>
<b>IV Expenses:</b>				
Employee benefits expense	22	2,825,567	2,473,686	32,954,952
Finance Cost	23	51,682,827	1,029,389	108,998,541
Depreciation	9	29,495	30,845	141,212
Administrative and other expenses	24	30,276,922	7,052,131	21,116,392
Provision on standard assets		2,389,432	1,678,575	5,379,516
<b>Total Expenses</b>		<b>87,204,243</b>	<b>12,264,627</b>	<b>168,590,613</b>
<b>V Profit before exceptional items and tax (III-IV)</b>		<b>17,892,313</b>	<b>24,254,307</b>	<b>76,056,462</b>
<b>VI Exceptional items</b>		-	-	-
<b>VII Profit before tax (V-VI)</b>		<b>17,892,313</b>	<b>24,254,307</b>	<b>76,056,462</b>
<b>VIII Tax expense:</b>				
Current tax		5,523,453	8,670,613	21,127,796
Deferred tax liability/(assets)		(2,249,264)	(651,412)	(2,824,362)
Income tax for earlier years		-	-	906,376
<b>IX Profit for the year (VII-VIII)</b>		<b>14,618,124</b>	<b>16,235,106</b>	<b>56,846,652</b>
<b>Earning per share on Equity Shares of ₹ 10 each (Refer note no. 29)</b>				
- Basic		0.37	0.43	1.40
- Diluted		0.37	0.43	1.40

The accompanying notes form an integral part of the financial statements

**RELIANCE FINANCIAL LIMITED**  
NOTES FORMING PART OF THE BALANCE SHEET

**NOTE 2**  
**SHARE CAPITAL**

	As at 30th June 2017		As at 31st March 2017	
	No. of shares	Amount in ₹	No. of shares	Amount in ₹
<b>A AUTHORISED</b>				
Equity Shares of ₹ 10 each*	25,000,000	250,000,000	25,000,000	250,000,000
Preference Shares of ₹ 10 each*	20,000,000	200,000,000	20,000,000	200,000,000
<b>TOTAL</b>	<b>45,000,000</b>	<b>450,000,000</b>	<b>45,000,000</b>	<b>450,000,000</b>

**Note: for increase in authorised share capital**

\* During the FY 2015-16 the authorised share capital of the company had been increased by ₹ 6,00,00,000 equity share capital w.e.f. Sep 21, 2015 via special resolution passed at AGM and further increased by ₹ 7,00,00,000 equity share capital & ₹20,00,00,000 preference share capital w.e.f. Mar 02, 2016 via special resolution passed at EGM.

**B ISSUED, SUBSCRIBED AND PAID UP**

Equity Shares of ₹ 10 each fully paid up**	24,157,897	241,578,970	24,157,897	241,578,970
12%Non-convertible Cumulative Redeemable Preference Shares of ₹ 10/-each***	16,000,000	160,000,000	16,000,000	160,000,000
<b>TOTAL</b>	<b>40,157,897</b>	<b>401,578,970</b>	<b>40,157,897</b>	<b>401,578,970</b>

\*\*During the FY 2015-16 the company had issued 6,578,947 equity shares on October 13, 2015 and 65,78,950 equity shares on March 02, 2016 to Reliance Capital Limited at ₹ 38/- per share including premium of ₹ 28/- per share .

\*\*\*During the FY 2015-16 the company has issued 1,60,00,000 preference shares on March 02, 2016 to Reliance Capital Limited at ₹ 10/- per share

**Notes:**

**1 Terms and Rights attached to shares**

**A. Equity Shares:**

The company has only one class of equity share having a par value of ₹ 10/- per share. Each holder of equity share is entitle to one vote per share.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive any of the remaining asset of the company after distribution of all preferential amount.

**B. Preference Shares:**

**-12% Non Convertible Cumulative Redeemable Preference Shares - NCCRPS**

The 12% Non Convertible Cumulative Redeemable Preference Share (NCCRPS) holders shall be entitled to such rights and privileges as are available to them under the Companies Act, 2013. 'NCCRPS' is redeemable at price along with accumulated unpaid dividend after the expiry of 2 years from the date of allotment.

**2 The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2017 and March 31, 2016 is set out below:**

	As at 30th June 2017		As at 31st March 2017	
	No. of shares	Amount in ₹	No. of shares	Amount in ₹
<b>A. Equity Shares</b>				
Number of shares at the beginning	24,157,897	241,578,970	24,157,897	241,578,970
Add: Shares issued during the year	-	-	-	-
Number of shares at the end	<b>24,157,897</b>	<b>241,578,970</b>	<b>24,157,897</b>	<b>241,578,970</b>
<b>B. Preference Shares</b>				
Number of shares at the beginning	16,000,000	160,000,000	16,000,000	160,000,000
Add : Shares issued during the year	-	-	-	-
Number of shares at the end	<b>16,000,000</b>	<b>160,000,000</b>	<b>16,000,000</b>	<b>160,000,000</b>

**3 The details of shareholder holding more than 5% and the shares held by the holding company / ultimate holding company as at June 30, 2017 and March 31, 2017 is set out below:**

	As at 30th June 2017		As at 31st March 2017	
	No. of shares	% held	No. of shares	% held
<b>A. Equity shares</b>				
Reliance Capital Limited (the holding company) and its nominees	24,157,897	100%	24,157,897	100%
<b>B. Preference shares</b>				
Reliance Capital Limited (the holding company)	16,000,000	100%	16,000,000	100%

**RELIANCE FINANCIAL LIMITED**  
**NOTES FORMING PART OF THE BALANCE SHEET**

Particulars	June 30, 2017 Amount in ₹	March 31, 2017 Amount in ₹
<b>NOTE 3</b>		
<b>RESERVES AND SURPLUS</b>		
<b>A Special Reserve under Section 45 IC of The Reserve Bank of India Act, 1934</b>		
As per last balance sheet	77,704,398	66,335,068
Add: Transfer from Statement of Profit and Loss	2,923,625	11,369,330
<b>Closing balance</b>	<b>80,628,023</b>	<b>77,704,398</b>
<b>B Securities Premium Reserve</b>		
As per last balance sheet	368,421,116	368,421,116
Add: During the year	-	-
<b>Closing balance</b>	<b>368,421,116</b>	<b>368,421,116</b>
<b>C Surplus in the statement of profit and loss</b>		
As per last balance sheet	290,525,993	245,048,671
Add: Net Profit for the year	14,618,124	56,846,652
Less: Transfer to Special Reserve Under Section 45 IC of The Reserve Bank of India Act, 1934	(2,923,625)	(11,369,330)
<b>Closing balance</b>	<b>302,220,492</b>	<b>290,525,993</b>
<b>TOTAL (A+B+C)</b>	<b>751,269,631</b>	<b>736,651,507</b>
<b>NOTE 4</b>		
<b>LONG TERM BORROWINGS</b>		
<b>Secured</b>		
Non Convertible Market Linked Debentures (MLD's)		
Principle protected	1,433,300,000	1,364,700,000
Non Principle protected	136,600,000	167,600,000
<b>TOTAL</b>	<b>1,569,900,000</b>	<b>1,532,300,000</b>
Secured by way of first ranking mortgage and charge over the Company's Immovable property situated at Gujarat and on all present and future book debts/ business receivable of the company as specifically mentioned in the Trust deed.		
<b>NOTE 5</b>		
<b>LONG TERM PROVISION</b>		
Provision for leave encashment	249,715	249,715
Interest accrued but not due on debentures	124,304,656	59,543,116
<b>TOTAL</b>	<b>124,554,371</b>	<b>59,792,831</b>
<b>NOTE 6</b>		
<b>SHORT TERM BORROWINGS</b>		
<b>Secured</b>		
Bank overdraft*	-	39,329,937
<b>Unsecured</b>		
Intercorporate deposits		
- From related party	-	-
- From others	-	-
<b>TOTAL</b>	<b>-</b>	<b>39,329,937</b>

\* Bank overdraft is secured against fixed deposit of Rs 5,00,00,000. The rate of interest on bank overdraft is 9% and are repayable at maturity ranging upto 12 months

**RELIANCE FINANCIAL LIMITED**  
**NOTES FORMING PART OF THE BALANCE SHEET**

Particulars	June 30, 2017 Amount in ₹	March 31, 2017 Amount in ₹
<b>NOTE 7</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Current Maturities of long term debentures (Secured)		
Non Convertible Market Linked Debentures (MLD's)		
- Principle protected	832,000,000	701,500,000
- Non Principle protected	15,000,000	15,000,000
Statutory liabilities	4,285,533	2,022,082
Provision for Expenses	25,057,133	28,019,428
Premium received on option	14,428,369	30,628,834
Unrealised profit on Open Position	3,176,214	3,391,593
Other payables		
- Payable to or on behalf of employees	183,963	33,414
- Other payables	25,178,351	683,859
<b>TOTAL</b>	<b><u>919,309,562</u></b>	<b><u>781,279,210</u></b>
<b>NOTE 8</b>		
<b>SHORT TERM PROVISIONS</b>		
Interest accrued but not due on debentures	25,117,994	37,987,507
Contingent provision against Standard assets	9,563,554	7,174,122
Provision for Leave encashment	6,772	6,772
Provision for Gratuity	-	199,824
<b>TOTAL</b>	<b><u>34,688,320</u></b>	<b><u>45,368,225</u></b>

**RELIANCE FINANCIAL LIMITED**  
NOTES FORMING PART OF THE BALANCE SHEET

NOTE 9

**FIXED ASSETS (AT COST)**

Description of Assets	GROSS BLOCK			DEPRECIATION/AMORTISATION			NET BLOCK	Amount in ₹		
	As at April 1, 2017	Additions during the period	Deletions during the period	As at June 30, 2017	Up to April 1, 2017	For the period	Deletions during the period	Up to June 30, 2017	As at June 30, 2017	As at March 31, 2016
<b>Tangible Assets</b>										
Data processing equipments	-	-	-	-	-	-	-	-	-	-
Office Equipments	-	-	-	-	-	-	-	-	-	-
<b>Total Tangible assets</b>	-	-	-	-	-	-	-	-	-	-
<b>Intangible Assets</b> (Other than internally generated)										
Software	1,058,876	-	-	1,058,876	150,339	29,495	-	179,834	879,042	908,537
<b>Total Intangible assets</b>	<b>1,058,876</b>	-	-	<b>1,058,876</b>	<b>150,339</b>	<b>29,495</b>	-	<b>179,834</b>	<b>879,042</b>	<b>908,537</b>
<b>Total</b>	<b>1,058,876</b>	-	-	<b>1,058,876</b>	<b>150,339</b>	<b>29,495</b>	-	<b>179,834</b>	<b>879,042</b>	<b>908,537</b>

Description of Assets	GROSS BLOCK			DEPRECIATION/AMORTISATION			NET BLOCK	Amount in ₹		
	As at April 1, 2016	Additions during the year	Deletions during the year	As at March 31, 2017	Up to April 1, 2016	For the year	Deletions during the year	Up to March 31, 2017	As at March 31, 2016	
<b>Tangible Assets</b>										
Data processing equipments	1,851,318 96,699	-	1,851,318 96,699	-	1,851,318 96,699	-	1,851,318 96,699	-	-	
<b>Total Tangible assets</b>	<b>1,948,017</b>	-	<b>1,948,017</b>	-	<b>1,948,017</b>	-	<b>1,948,017</b>	-	-	
<b>Intangible Assets</b> (Other than internally generated)										
Software	742,300	316,576	-	1,058,876	9,127	141,212	-	150,339	908,537	733,173
<b>Total Intangible assets</b>	<b>742,300</b>	<b>316,576</b>	-	<b>1,058,876</b>	<b>9,127</b>	<b>141,212</b>	-	<b>150,339</b>	<b>908,537</b>	<b>733,173</b>
<b>Total</b>	<b>2,690,317</b>	<b>316,576</b>	<b>1,948,017</b>	<b>1,058,876</b>	<b>19,571,44</b>	<b>141,212</b>	<b>1,948,017</b>	<b>150,339</b>	<b>908,537</b>	<b>733,173</b>

**RELIANCE FINANCIAL LIMITED**  
NOTES FORMING PART OF THE BALANCE SHEET

Particulars	June 30, 2017 Amount in ₹			March 31, 2017 Amount in ₹		
	Face Value	Quantity	Value	Face Value	Quantity	Value
<b>NOTE 10</b> <b>NON CURRENT INVESTMENTS</b> (At cost)						
<b>(A) Investment in Preference Shares (Unquoted)</b>						
Reliance Securities Limited - Related Party (0% Non-convertible and Non-Cumulative Compulsorily Redeemable Preference shares)	10	25,000,000	250,000,000	10	25,000,000	250,000,000
Reliance Money Infrastructure Limited (12% Non-convertible and non-cumulative compulsorily redeemable preference shares)	10	9,000,000	90,000,000	10	9,000,000	90,000,000
<b>(B) Investment in Bond/Debentures (Quoted)</b>						
8.90%Aditya Birla Finance Limited	1,000,000	50	50,000,000	1,000,000	50	50,000,000
Tata Motors Finance Limited	1,000,000	40	40,000,000	1,000,000	40	40,000,000
HDB Financial Services Limited	1,000,000	50	50,000,000	1,000,000	50	50,000,000
Larsen &Toubro Infrastructure-75.75	1,000	83	115,453	1,000	83	115,453
Larsen &Toubro Infrastructure-75.50	1,000	15,300	21,836,616	1,000	15,300	21,836,616
Larsen &Toubro Infrastructure-8.30	1,000	50,167	75,104,889	1,000	50,167	75,104,889
<b>(C) Investment in property</b>			2,347,275			2,347,275
<b>(D) Other Investments</b>						
- Investment in government securities - 6 year NSC VIII issue (Pledged with Sales tax authorities)			20,000			20,000
<b>TOTAL</b>			<b>579,424,233</b>			<b>579,424,233</b>

Note	As at June 30, 2017		As at March 31, 2017	
	Book Value	Market Value	Book Value	Market Value
Aggregate value of investments				
Quoted	237,056,957	237,056,957	237,056,957	242,097,742
Unquoted	342,367,275	342,367,275	342,367,275	342,367,275
	<b>579,424,233</b>	<b>579,424,233</b>	<b>579,424,233</b>	<b>584,465,018</b>

**NOTE 11**  
**DEFERRED TAX ASSETS (Net)**

<b>A Deferred Tax Assets</b>			
Depreciation		-	-
Provision for gratuity		-	66,068
Provision on standard assets		2,634,998	2,371,980
Provision on non performing assets		764,647	917,577
Provision on service tax input		3,306,300	3,967,560
Loss on open future & option position		-	264,681
Provision for leave encashment		70,669	84,802
	<b>6,776,614</b>		<b>7,672,668</b>
<b>B Deferred Tax Liabilities</b>			
Unearned income		-	3,128,539
Depreciation		141,623	158,402
	<b>141,623</b>		<b>3,286,941</b>
<b>NET DEFERRED TAX ASSETS (A-B)</b>		<b>6,634,992</b>	<b>4,385,727</b>

**NOTE 12**  
**LONG TERM LOANS AND ADVANCES**

Advance payment of tax and tax deducted at source [Net of provision for tax ₹4,19,25,891 (Previous Year ₹1,11,111)]	3,285,474	2,212,516
Unamortised brokerage/commission on borrowings		
Opening Balance	8,745,690	1,551,500
Add: Incurred during the year	12,417,126	23,468,552
Less: Amortised during the year (Refer note 23)	(2,893,100)	(5,943,413)
Less: Amortised during the next 1 year (Refer note 19)	(2,397,783)	(10,330,949)
	15,871,933	8,745,690
<b>TOTAL</b>	<b>19,157,407</b>	<b>10,958,206</b>

**RELIANCE FINANCIAL LIMITED**  
NOTES FORMING PART OF THE BALANCE SHEET

Particulars	March 31, 2017 Amount in ₹			March 31, 2016 Amount in ₹								
<b>NOTE 13</b> <b>OTHER NON CURRENT ASSETS</b>												
Fixed deposits maturing more than 12 months												
- Liened for margin with Clearing house			109,100,000			109,100,000						
Other Deposits			15,223			15,223						
<b>TOTAL</b>			<b>109,115,223</b>			<b>109,115,223</b>						
<b>NOTE 14</b> <b>CURRENT INVESTMENTS</b>												
	NAV	Units	Amount	NAV	Quantity	Amount						
Reliance Japan Equity Fund - Growth Plan	10.60	474,564	5,029,665	11	474,564	5,029,665						
Reliance Liquid Fund - Growth Plan			4,239,212									
<b>TOTAL</b>			<b>9,268,877</b>			<b>5,029,665</b>						
Note												
	As at June 30, 2017		As at March 31, 2017									
	Book Value	Market Value	Book Value	Market Value								
Aggregate value of investments					5,029,665	5,029,665						
Quoted	9,268,877	9,268,877			-	-						
Unquoted	-	-			5,029,665	5,029,665						
	<b>9,268,877</b>	<b>9,268,877</b>			<b>5,029,665</b>	<b>5,029,665</b>						
<b>NOTE 15</b> <b>STOCK IN TRADE</b>												
	Face Value	Quantity	Amount	Face Value	Quantity	Amount						
<b>In Investment Trust (Quoted)</b>												
IRB INVIT FD PERP	10	10,000	942,000	-	-	-						
<b>TOTAL Shares</b>			<b>942,000</b>			<b>-</b>						
<b>In Non Convertible Debentures/Bonds (Quoted)</b>												
Reliance Capital Limited B-188	-	-	-	100,000	75	10,674,150						
Reliance Capital Limited B-380	100,000	250	24,313,000	100,000	250	24,313,000						
Reliance Capital Limited B-352	-	-	-	100,000	604	67,784,564						
Reliance Capital Limited B-353	-	-	-	100,000	293	20,987,883						
Reliance Capital Limited B-180	-	-	-	100,000	25	3,574,250						
Reliance Home Finance CNX 310118	-	-	-	500,000	5	2,937,205						
Reliance Capital Limited CNX 01112017	100,000	150	18,613,800	-	-	-						
Reliance Capital Limited NFTIND 070717	100,000	200	30,451,000	-	-	-						
Reliance Capital Limited NFTIND 050717	100,000	175	24,823,225	-	-	-						
Gujarat State Petro Corp Limited 10.45%	-	-	-	1,000,000	100	110,330,320						
Bank of Maharashtra 11.60% PERP B3 SR2	1,000,000	1	1,009,399	1,000,000	19	19,178,574						
UCO Bank, 11.7% 31122201	1,000,000	25	26,121,971	1,000,000	125	130,609,853						
IL&FS Transportation Networks Ltd 11.50% 24	-	-	-	1,000,000	100	103,334,781						
<b>TOTAL DEBENTUREES/BONDS</b>			<b>125,332,394</b>			<b>493,724,580</b>						
<b>TOTAL</b>			<b>126,274,394</b>			<b>493,724,580</b>						

**RELIANCE FINANCIAL LIMITED**  
**NOTES FORMING PART OF THE BALANCE SHEET**

Particulars	June 30, 2017 Amount in ₹	March 31, 2017 Amount in ₹
<b>NOTE 16</b>		
<b>TRADE RECEIVABLE</b>		
Outstanding for a period less than 6 months		
- Considered good	1,006,250	1,052,250
<b>TOTAL</b>	<b>1,006,250</b>	<b>1,052,250</b>
<b>NOTE 17</b>		
<b>CASH AND BANK BALANCES</b>		
<b>Cash and cash equivalents</b>		
Balance with banks in current accounts	41,256,344	187,754,950
<b>Other bank balances</b>		
- In fixed deposits maturing within 12 months		
- Liened for margin with Clearing house	19,800,000	19,800,000
- Liened against overdraft facility	50,000,000	50,000,000
- Liened with sales tax authorities	546,466	546,466
<b>TOTAL</b>	<b>111,602,810</b>	<b>258,101,416</b>
<b>NOTE 18</b>		
<b>SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured and considered good unless otherwise stated)		
Loans		
- Secured	1,901,493,994	1,474,685,978
- Unsecured		
- Given to related parties	349,000,000	181,800,000
- Given to others	481,949,955	393,262,921
- Doubtful debts	2,775,238	2,775,238
- Less: Considered doubtful	(2,775,238)	(2,775,238)
Margin Money deposits	970,806	392,200
Advance given to vendors	3,544,345	608,134
Corpus gratuity fund	-	-
Service tax input	22,099,736	18,210,386
Less: Provision for service tax	(12,000,000)	(12,000,000)
<b>Total</b>	<b>2,747,058,837</b>	<b>2,056,959,619</b>
<b>NOTE 19</b>		
<b>OTHER CURRENT ASSETS</b>		
Accrued Interest/ Finance Income		
- On loans & advances	58,598,936	41,887,131
- On fixed deposits	8,286,600	5,727,600
- On investments	18,818,541	17,483,303
Discount on issue of debentures	2,718,116	1,153,428
Unamortised brokerage on borrowings (Refer note 12)	2,397,783	10,330,949
Prepaid expenses	58,814	58,814
<b>TOTAL</b>	<b>90,878,790</b>	<b>76,641,225</b>

**RELIANCE FINANCIAL LIMITED**  
**NOTES FORMING PART OF THE STATEMENT OF PROFIT AND LOSS**

Particulars	April 1, 2017 to June 30, 2017 Amount in ₹	April 1, 2016 to June 30, 2016 Amount in ₹	April 1, 2016 to March 31, 2017 Amount in ₹
<b>NOTE 20</b>			
<b>REVENUE FROM OPERATIONS</b>			
Interest income	74,654,632	26,542,953	184,527,534
Profit on trading of shares and securities (Net)	16,123,337	3,624,955	12,933,447
Advisory, processing and other fees	2,153,541	1,758,625	10,030,643
Less: Service tax recovered	(280,897)	(222,708)	(1,304,493)
Interest income on fixed deposits	3,526,493	1,787,725	10,608,498
<b>TOTAL</b>	<b>96,177,106</b>	<b>33,491,550</b>	<b>216,795,629</b>
<b>NOTE 21</b>			
<b>OTHER INCOME</b>			
Profit on sale of current investments	3,239,212	1,020,742	9,715,516
Interest on other investments	5,680,238	1,919,255	17,483,303
Interest on income tax refund	-	87,386	400,121
Profit on sale of fixed asset	-	-	185,087
Other Miscellaneous income	-	-	67,419
<b>TOTAL</b>	<b>8,919,450</b>	<b>3,027,384</b>	<b>27,851,446</b>
<b>NOTE 22</b>			
<b>EMPLOYEE BENEFITS EXPENSE</b>			
Salary, bonus and allowances	2,634,806	2,297,529	32,230,200
Contribution to provident fund and other funds	184,048	154,247	686,313
Employee welfare and other amenities	6,713	21,910	38,439
<b>TOTAL</b>	<b>2,825,567</b>	<b>2,473,686</b>	<b>32,954,952</b>
<b>NOTE 23</b>			
<b>FINANCE COST</b>			
Interest Expenses			
- on bank loan/credit	186,998	217,609	546,247
- on inter corporate deposits	-	458,027	644,054
- non convertible debentures	48,387,417	353,753	101,715,755
Other borrowing costs			
-Discount on issue of debentures	215,312	-	149,072
-Amortised brokerage on borrowings (Refer note 13)	2,893,100	-	5,943,413
<b>TOTAL</b>	<b>51,682,827</b>	<b>1,029,389</b>	<b>108,998,541</b>
<b>NOTE 24</b>			
<b>ADMINISTRATIVE AND OTHER EXPENSES</b>			
Rent and Electricity	2,467,275	3,017,001	8,771,332
Rates and Taxes	3,914,488	-	3,941,745
Professional Charges	853,117	661,408	3,775,635
Referral Fee	22,550,799	2,551,723	1,994,322
Advertisement Expenses	45,106	452,000	851,805
Insurance	57,254	-	453,424
Bank Charges	398	5,352	47,328
Communication Expenses	(2,026)	12,557	78,066
Printing and Stationery	(8,359)	-	46,878
Travelling, conveyance	17,632	43,238	127,403
Software Expenses	195,933	144,062	169,231
Provision for doubtful assets			
- On doubtful debt	-	-	-
- On service tax input	-	-	-
Bad Debts	-	-	12,598
Auditors' Remuneration			
- Audit fees	100,000	100,000	400,000
- Limited review & other fee	50,000	50,000	241,191
Office administration expenses	35,305	14,791	205,434
<b>TOTAL</b>	<b>30,276,922</b>	<b>7,052,131</b>	<b>21,116,392</b>

**RELIANCE MONEY SOLUTIONS PRIVATE LIMITED**  
**SUPPLEMENTARY UNAUDITED ACCOUNTING STATEMENT AS ON JUNE 30, 2017**  
**BALANCE SHEET AS AT JUNE 30, 2017**

Particulars	Note	June 30, 2017 Amount in ₹	March 31, 2017 Amount in ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	3	600,515,000	600,515,000
(b) Reserves and surplus	4	(683,356,167)	(666,709,712)
<b>2 Non current liabilities</b>			
(a) Long term provisions	5	68,590	68,590
<b>3 Current liabilities</b>			
(a) Short term borrowings	6	148,800,000	148,000,000
(b) Trade payables	7	10,736	13,425
(c) Other current liabilities	8	22,900,775	24,516,205
(d) Short term provisions	9	1,885	202,979
<b>TOTAL</b>		<b>88,940,819</b>	<b>106,606,487</b>
<b>II. ASSETS</b>			
<b>1 Non current assets</b>			
(a) Fixed assets	10		
(i) Tangible assets		51,219,252	66,519,774
(ii) Intangible assets		7,108,688	7,621,159
(b) Long-term loans and advances	11	19,135,674	19,178,042
<b>2 Current assets</b>			
(a) Trade receivable	12	2,542,625	2,359,818
(b) Cash and bank balances	13	2,449,831	4,398,028
(c) Short-term loans and advances	14	6,452,545	6,511,950
(d) Other current assets	15	32,204	17,715
<b>TOTAL</b>		<b>88,940,819</b>	<b>106,606,486</b>

The accompanying notes form an integral part of the financial statements

**RELIANCE MONEY SOLUTIONS PRIVATE LIMITED**  
**SUPPLEMENTARY UNAUDITED ACCOUNTING STATEMENT AS ON JUNE 30, 2017**  
**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED JUNE 30, 2017**

Particulars	Note	April 1, 2017 to June 30, 2017 Amount in ₹	April 1, 2016 to June 30, 2016 Amount in ₹	April 1, 2016 to March 31, 2017 Amount in ₹
I. Revenue from operations	16	3,161,957	7,278,181	178,830,867
II. Other income	17	2,211,854	-	6,977,244
<b>Total Revenue (A)</b>		<b>5,373,811</b>	<b>7,278,181</b>	<b>185,808,111</b>
II Expenses:				
Operating expenses	18	71,568	294,309	1,080,391
Employee benefits expense	19	1,785,579	456,428	21,186,253
Finance cost	20	4,065,072	9,333,218	36,429,061
Depreciation and amortization expense	10	15,777,082	15,860,932	63,915,883
Administrative and other expenses	21	320,965	12,610,889	19,838,723
<b>Total Expenses (B)</b>		<b>22,020,266</b>	<b>38,555,776</b>	<b>142,450,311</b>
III Profit/(Loss) before exceptional items and tax (A-B)		(16,646,455)	(31,277,595)	43,357,800
IV Exceptional items		-	-	-
V Profit/(Loss) before tax (III-IV)		(16,646,455)	(31,277,595)	43,357,800
VI Tax expense:				
Current tax		-	-	3,800,000
Taxes of Earlier period/year		-	-	-
<b>VII Profit/(Loss) for the period/year (V-VI)</b>		<b>(16,646,455)</b>	<b>(31,277,595)</b>	<b>39,557,800</b>
Earning per share on Equity Shares of ₹ 10 each				
- Basic		(9,849)	(4,194)	(4,229)
- Diluted		(9,849)	(4,194)	(4,229)

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The accompanying notes form an integral part of the financial statements

# RELIANCE MONEY SOLUTIONS PRIVATE LIMITED

## NOTES FORMING PART OF THE BALANCE SHEET

### NOTE 3

#### SHARE CAPITAL

	As at 30th June 2017		As at 31st March 2017	
	No. of shares	Amount in ₹	No. of shares	Amount in ₹
<b>AUTHORISED</b>				
Equity Shares of ₹ 10 each*	10,000	100,000	10,000	100,000
Preference Shares of ₹ 10 each*	60,042,500	600,425,000	60,042,500	600,425,000
<b>TOTAL</b>	<b>60,052,500</b>	<b>600,525,000</b>	<b>60,052,500</b>	<b>600,525,000</b>
<b>ISSUED, SUBSCRIBED AND PAID UP</b>				
Equity Shares of ₹ 10 each fully paid up	10,000	100,000	10,000	100,000
0% Optionally Convertible Redeemable Preference Shares of ₹ 10 each fully paid up	41,500	415,000	41,500	415,000
11% Non-Convertible Non-Cumulative Non-Participating Preference Shares of ₹ 10/- each fully Paid up**	25,000,000	250,000,000	25,000,000	250,000,000
12% Non-Convertible Cumulative Redeemable Preference Shares of ₹ 10/- each fully Paid up***	35,000,000	350,000,000	35,000,000	350,000,000
<b>TOTAL</b>	<b>60,051,500</b>	<b>600,515,000</b>	<b>60,051,500</b>	<b>600,515,000</b>

\* Authorised share capital increased from ₹ 5,25,000 to ₹ 25,05,25,000 with effect from June 11, 2015 & increased from ₹ 25,05,25,000 to ₹ 60,05,25,000 with effect from March 02, 2016

\*\*The company has allotted 2,50,00,000 11% Non-Convertible Non-Cumulative Non-Participating Preference Shares of ₹ 10/- each to Reliance Capital Limited on June 29, 2015.

\*\*\*The company has allotted 3,50,00,000 12% Non-Convertible Cumulative Redeemable Preference Shares of ₹ 10/- each on April 14, 2016 to Reliance Money Express Limited, which is now merged with Reliance Securities Limited as per amalgamation scheme approved by the Hon'ble High Court of Bombay by its Order dated 9th December, 2016 and the same has been filed with the Registrar of Companies (RoC), Maharashtra on February 07, 2017 (effective date).

#### Notes:

##### 1. Terms and Rights attached to shares

###### - Equity Shares:

The company has only one class of equity share having a par value of ₹ 10/- per share. Each holder of equity share is entitled to one vote per share and carries dividend right.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive any of the remaining assets of the company after distribution of all preferential amount.

The distribution will in proportion to the number of equity shares held by the shareholder.

###### - 0% Optionally Convertible Redeemable Preference Shares

Preference shares carries no voting and dividend right. In the event of liquidation of the Company, the holders of preference shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of preference shares held by the shareholders.

These preference shares are either redeemable or convertible on or before 10 years from the date of allotment i.e. March 28, 2012.

In case of redemption, a)at the time of maturity redeemable at issue price or b)at the option of the holder, can be redeemed at issue price, at any time, by giving a notice of not less than 10 days to the Company.

In case of conversion, each Optionally Convertible Redeemable Preference Shares will be converted into equity share at fair value to be determined by the independent valuer, discounted at mutually agreed rate.

# RELIANCE MONEY SOLUTIONS PRIVATE LIMITED

## NOTES FORMING PART OF THE BALANCE SHEET

### -11% The Non-Convertible Non-Cumulative Non-Participating Preference Shares (NCNCNPS)

The NCNCNPS shall be redeemed at par i.e. Rs. 10/- per share. The NCNCNPS shall normally be redeemed on expiry of 10 years from the date of allotment of NCNCNPS. The NCNCNPS will be redeemed on the redemption date against the surrender of the duly discharged share certificates and other supporting documents as may be required by the Company. However, the Company and the NCNCNPS holder shall have a right to redeem the NCNCNPS before the redemption date as the Board of Directors may deem fit and the Company obtaining the requisite approvals for the same. In the event of redemption of NCNCNPS on receipt / surrender of duly discharged share certificates and other supporting documents as may be required by the Company and the Company obtaining the requisite approvals for the redemption, redemption proceeds shall be paid within seven days from the date of receipt of complete documents and the requisite approvals for redemption.

The NCNCNP holders shall be entitled to such rights and privileges as are available to them under the Companies Act, 2013 or any statutory modifications or re-enactments as may be in force from time to time and the Rules made there under.

The Board of Directors of the Company ("the Board") may on receipt of the requisite approvals amend, alter and / or change the terms and conditions for issue, allotment and/or redemption of the NCNCNPS.

### -12% Non-Convertible Cumulative Redeemable Preference Shares (NCCRPS)

The NCCRPS shall be redeemed at par i.e. `10/- per share. The NCCRPS shall normally be redeemed on expiry of 10 years from the date of allotment of NCCRPS. The NCCRPS will be redeemed on the redemption date against the surrender of the duly discharged share certificates and other supporting documents as may be required by the Company. However, the Company and the NCCRPS holder shall have a right to redeem the NCCRPS before the redemption date as the Board of Directors may deem fit and the Company obtaining the requisite approvals for the same. In the event of redemption of NCCRPS on receipt / surrender of duly discharged share certificates and other supporting documents as may be required by the Company and the Company obtaining the requisite approvals for the redemption, redemption proceeds shall be paid within seven days from the date of receipt of complete documents and the requisite approvals for redemption.

The NCCRPS holders shall be entitled to such rights and privileges as are available to them under the Companies Act, 2013 or any statutory modifications or re-enactments as may be in force from time to time and the Rules made there under.

The Board of Directors of the Company ("the Board") may on receipt of the requisite approvals amend, alter and / or change the terms and conditions for issue, allotment and/or redemption of the NCCRPS.

2. The reconciliation of the number of shares outstanding and the amount of share capital as at June 30, 2017 and March 31, 2017 is set out below

	As at 31st June 2017		As at 31st March 2017	
	No. of shares	Amount in ₹	No. of shares	Amount in ₹
<b>Equity Shares</b>				
Number of shares at the beginning of the year	10,000	100,000	10,000	100,000
Number of shares at the end of the year	<u><u>10,000</u></u>	<u><u>100,000</u></u>	<u><u>10,000</u></u>	<u><u>100,000</u></u>
<b>0% Optionally Convertible Redeemable Preference Shares</b>				
Number of shares at the beginning of the year	41,500	415,000	41,500	415,000
Number of shares at the end of the year	<u><u>41,500</u></u>	<u><u>415,000</u></u>	<u><u>41,500</u></u>	<u><u>415,000</u></u>
<b>11% Non Convertible Non Cumulative Redeemable Preference Shares (NCNCNPS)</b>				
Number of shares at the beginning of the year	25,00,000	250,00,000	25,00,000	250,00,000
Shares issued during the year	-	-	-	-
Number of shares at the end of the year	<u><u>25,00,000</u></u>	<u><u>250,00,000</u></u>	<u><u>25,00,000</u></u>	<u><u>250,00,000</u></u>

# RELIANCE MONEY SOLUTIONS PRIVATE LIMITED

## NOTES FORMING PART OF THE BALANCE SHEET

	As at 31st June 2017 No. of shares	As at 31st March 2017 No. of shares
	Amount in ₹	Amount in ₹
<b>12% Non-Convertible Cumulative Redeemable Preference Shares (NCCRPS)</b>		
Number of shares at the beginning of the year	-	-
Shares issued during the year	35,000,000	350,000,000
Number of shares at the end of the year	<u><u>35,000,000</u></u>	<u><u>350,000,000</u></u>
	<u><u>35,000,000</u></u>	<u><u>350,000,000</u></u>

3. The details of shareholder holding more than 5% and shares held by the holding/ultimate holding company as at June 30, 2017 and March 31, 2017 set out below :

	As at 31st June 2017 No. of shares	As at 31st June 2017 % held	As at 31st March 2017 No. of shares	As at 31st March 2017 % held
<b>Equity shares</b>				
Reliance Capital Limited (holding company) and its nominees	10,000	100.00%	10,000	100.00%
<b>0% Optionally Convertible Redeemable Preference Shares</b>				
Reliance Capital Limited (holding company)	41,500	100.00%	41,500	100.00%
<b>11% Non Convertible Non Cumulative Redeemable Preference Shares</b>				
Reliance Capital Limited (holding company)	25,000,000	100.00%	25,000,000	100.00%
<b>12% Non-Convertible Cumulative Redeemable Preference</b>				
Reliance Securities Limited	35,000,000	100.00%	35,000,000	100.00%
	<u><u>60,051,500</u></u>		<u><u>60,051,500</u></u>	

# RELIANCE MONEY SOLUTIONS PRIVATE LIMITED

NOTES FORMING PART OF THE BALANCE SHEET

	June 30, 2017 Amount in ₹	March 31, 2017 Amount in ₹
<b>NOTE 4</b>		
<b>RESERVES AND SURPLUS</b>		
Security premium account		
As per last balance sheet	41,085,000	41,085,000
<b>Closing balance</b>	<b>41,085,000</b>	<b>41,085,000</b>
Deficit (balance as per statement of profit and loss)		
As per last balance sheet	(707,794,712)	(747,352,512)
Add: Net profit/(loss) for the year	(16,646,455)	39,557,800
<b>Closing balance</b>	<b>(724,441,167)</b>	<b>(707,794,712)</b>
<b>TOTAL</b>	<b>(683,356,167)</b>	<b>(666,709,712)</b>
<b>NOTE 5</b>		
<b>LONG TERM PROVISION</b>		
Provision for leave encashment	68,590	68,590
<b>TOTAL</b>	<b>68,590</b>	<b>68,590</b>
<b>NOTE 6</b>		
<b>SHORT TERM BORROWINGS</b>		
(Unsecured, repayment on demand)		
Inter corporate deposit		
- from related party	148,800,000	148,000,000
<b>TOTAL</b>	<b>148,800,000</b>	<b>148,000,000</b>
<b>NOTE 7</b>		
<b>TRADE PAYABLE</b>		
Due to Micro Small & Medium Enterprises	-	-
- Other	10,736	13,425
<b>TOTAL</b>	<b>10,736</b>	<b>13,425</b>
<b>NOTE 8</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Book overdraft	-	251,670
Statutory liabilities	879,739	600,597
Provision for expenses	1,491,579	21,906,606
Other payables		
- Payable to or on behalf of employees	-	-
- Interest accrued and due	-	-
- Others	20,529,457	1,757,332
<b>TOTAL</b>	<b>22,900,775</b>	<b>24,516,205</b>
<b>NOTE 9</b>		
<b>SHORT TERM PROVISIONS</b>		
Provision for gratuity	-	201,094
Provision for leave encashment	1,885	1,885
<b>TOTAL</b>	<b>1,885</b>	<b>202,979</b>

**RELIANCE MONEY SOLUTIONS PRIVATE LIMITED**

NOTES FORMING PART OF THE BALANCE SHEET

**NOTE 10**

**FIXED ASSETS (At Cost)**

Description	Amount in ₹											
	As at April 1, 2017	Additions during the period	Gross block Deletions during the period	As at June 30, 2017	Up to April 1, 2017	For the period	Depreciation/amortization	Up to June 30, 2017	Deletions during the period	June 30, 2017	As at June 30, 2017	Net block As at March 31, 2017
Tangible Assets												
Leasehold Improvements	20,538,751	-	31,000	20,507,751	12,835,290	1,362,214	14,197,504	6,310,247	-	7,703,461		
Office equipments	12,421,351	-		12,421,351	6,268,004	954,723	7,204,212	5,217,139		6,153,347		
Furniture and fixtures	44,663,624	-	19,375	44,644,249	22,172,169	5,417,938	4,086	17,058,228	27,586,021	22,491,455		
Data processing equipments	62,403,342	-	27,415	62,375,927	32,231,851	7,529,736	19,279		39,742,288	22,633,639	30,171,511	
<b>Total Tangible assets - (A)</b>	<b>140,027,068</b>	<b>-</b>	<b>77,790</b>	<b>139,949,278</b>	<b>73,507,294</b>	<b>15,264,611</b>	<b>41,880</b>	<b>88,730,026</b>	<b>51,219,252</b>	<b>66,519,774</b>		
Intangible Assets (Other than internally generated)												
Softwares	13,172,643	-	-	13,172,643	5,551,484	512,471	-	6,063,955		7,108,688		
<b>Total Intangible assets - (B)</b>	<b>13,172,643</b>	<b>-</b>	<b>-</b>	<b>13,172,643</b>	<b>5,551,484</b>	<b>512,471</b>	<b>-</b>	<b>6,063,955</b>	<b>7,108,688</b>	<b>7,621,159</b>		
<b>Total - (A+B)</b>	<b>153,199,711</b>	<b>-</b>	<b>77,790</b>	<b>153,121,921</b>	<b>79,058,778</b>	<b>15,777,082</b>	<b>41,880</b>	<b>94,793,981</b>	<b>58,327,940</b>	<b>74,140,933</b>		

Description	Amount in ₹											
	As at April 1, 2016	Additions during the year	Gross block Deletions during the year	As at March 31, 2017	Up to April 1, 2016	For the year	Depreciation/amortization	Up to March 31, 2017	Deletions during the year	Up to March 31, 2017	As at March 31, 2017	Net block As at March 31, 2016
Tangible Assets												
Leasehold Improvements	16,707,096	5,441,463	1,609,808	20,538,751	8,566,205	5,877,970	1,608,885	12,835,290		7,703,461		
Office equipments	16,165,186	266,445	4,010,280	12,421,351	3,214,152	3,947,414	3,893,562	6,268,004		6,153,347		
Furniture and fixtures	47,769,971	16,275	3,122,622	44,663,624	3,540,531	21,749,889	3,118,251	22,172,169		22,491,455		
Data processing equipments	63,430,000	-	1,026,658	62,403,342	2,930,402	30,311,750	1,010,321	32,231,831		30,171,511		
<b>Total Tangible assets - (A)</b>	<b>144,072,253</b>	<b>5,724,183</b>	<b>9,769,368</b>	<b>140,027,068</b>	<b>21,251,290</b>	<b>61,887,023</b>	<b>9,631,019</b>	<b>73,507,294</b>	<b>9,631,019</b>	<b>66,519,774</b>	<b>122,820,963</b>	
Intangible Assets (Other than internally generated)												
Softwares	12,820,975	351,668	-	13,172,643	3,522,624	2,028,860	-	5,551,484		7,621,159		
<b>Total Intangible assets - (B)</b>	<b>12,820,975</b>	<b>351,668</b>	<b>-</b>	<b>13,172,643</b>	<b>3,522,624</b>	<b>2,028,860</b>	<b>-</b>	<b>5,551,484</b>	<b>7,621,159</b>	<b>9,298,351</b>		
<b>Total - (A+B)</b>	<b>156,893,228</b>	<b>6,075,851</b>	<b>9,769,368</b>	<b>153,199,711</b>	<b>24,773,914</b>	<b>63,915,083</b>	<b>9,631,019</b>	<b>79,058,778</b>	<b>74,140,933</b>	<b>132,119,314</b>		

**RELIANCE MONEY SOLUTIONS PRIVATE LIMITED**  
**NOTES FORMING PART OF THE BALANCE SHEET**

June 30, 2017  
 Amount in ₹

March 31, 2017  
 Amount in ₹

**NOTE 11**

**LONG TERM LOANS AND ADVANCES**

Capital advances	259,121	259,121
Advance payment of tax and tax deducted at source	6,192,473	6,153,841
[Net of provision ₹ 38,00,000; (Previous Year 38,00,000)]		
Deposits	12,684,080	12,765,080
<b>TOTAL</b>	<b>19,135,674</b>	<b>19,178,042</b>

**NOTE 12**

**TRADE RECEIVABLE**

(Unsecured, considered good)

Considered good	2,542,625	2,359,818
<b>TOTAL</b>	<b>2,542,625</b>	<b>2,359,818</b>

**Outstanding for**

- More than six months	1,593,202	1,593,202
- Less than six months	949,423	766,616

**NOTE 13**

**CASH AND BANK BALANCES**

<b>Cash and cash equivalents</b>		
Balance with banks in current accounts	2,449,831	4,398,028
<b>TOTAL</b>	<b>2,449,831</b>	<b>4,398,028</b>

**NOTE 14**

**SHORT TERM LOANS AND ADVANCES**

(Unsecured and considered good unless otherwise stated)

Advance to vendors	361,601	2,261,651
Advance to employees	1,985,862	2,076,513
Service tax input	4,030,513	2,173,787
Prepaid expenses	74,569	-
<b>TOTAL</b>	<b>6,452,545</b>	<b>6,511,950</b>

**NOTE 15**

**OTHER CURRENT ASSETS**

Others	32,204	17,715
<b>TOTAL</b>	<b>32,204</b>	<b>17,715</b>

# RELIANCE MONEY SOLUTIONS PRIVATE LIMITED

## NOTES FORMING PART OF THE STATEMENT OF PROFIT AND LOSS

	April 1, 2017 to June 30, 2017 Amount in ₹	April 1, 2016 to June 30, 2016 Amount in ₹	April 1, 2016 to March 31, 2017 Amount in ₹
<b>NOTE 16</b>			
<b>REVENUE FROM OPERATIONS</b>			
Brokerage and commission	2,927,201	6,712,921	11,287,227
Less : Service tax recovered	<u>(370,694)</u>	<u>(824,394)</u>	<u>(822,529)</u>
	<b>2,556,507</b>	<b>5,888,527</b>	<b>10,464,698</b>
Income from distribution and related activities	693,240	1,584,206	192,811,558
Less : Service tax recovered	<u>(87,790)</u>	<u>(194,552)</u>	<u>(24,445,389)</u>
	<b>605,450</b>	<b>1,389,654</b>	<b>168,366,169</b>
<b>TOTAL</b>	<b><u>3,161,957</u></b>	<b><u>7,278,181</u></b>	<b><u>178,830,867</u></b>
<b>NOTE 17</b>			
<b>OTHER INCOME</b>			
Profit on sale of asset (net)	-	-	373,463
Interest income - others	-	-	1,450,000
Interest on income tax refund	-	-	3,479,780
Unclaimed liability write back	2,211,854	-	1,674,001
<b>TOTAL</b>	<b><u>2,211,854</u></b>	<b><u>-</u></b>	<b><u>6,977,244</u></b>
<b>NOTE 18</b>			
<b>OPERATING EXPENSES</b>			
Referral Fees	71,568	294,309	1,080,391
<b>TOTAL</b>	<b><u>71,568</u></b>	<b><u>294,309</u></b>	<b><u>1,080,391</u></b>
<b>NOTE 19</b>			
<b>EMPLOYEE BENEFITS EXPENSE</b>			
Salary, bonus and allowances	1,684,621	100,064	20,304,683
Contribution to provident fund and other funds (refer note 27)	83,140	110,867	469,710
Employee welfare and other amenities	17,818	245,497	411,860
<b>TOTAL</b>	<b><u>1,785,579</u></b>	<b><u>456,428</u></b>	<b><u>21,186,253</u></b>

# RELIANCE MONEY SOLUTIONS PRIVATE LIMITED

## NOTES FORMING PART OF THE STATEMENT OF PROFIT AND LOSS

	April 1, 2017 to June 30, 2017 Amount in ₹	April 1, 2016 to June 30, 2016 Amount in ₹	April 1, 2016 to March 31, 2017 Amount in ₹
<b>NOTE 20</b>			
<b>FINANCE COST</b>			
Interest expenses	4,065,072	9,333,218	36,429,061
<b>TOTAL</b>	<b><u>4,065,072</u></b>	<b><u>9,333,218</u></b>	<b><u>36,429,061</u></b>
<b>NOTE 21</b>			
<b>ADMINISTRATIVE AND OTHER EXPENSES</b>			
Rent, rates and taxes (refer note 35)	23,029	4,270,403	4,673,107
Professional charges	97,698	136,164	1,990,420
Communication expenses	-	43,446	598,622
Advertisement and marketing	-	5,554,641	6,997,855
Bank charges	23	36	106
Electricity	-	232,263	114,737
Travelling, conveyance and motor car expenses	22,411	1,658,414	1,417,603
Printing and stationery	-	15,851	-
Repairs and maintenance	-	45,289	47,443
Seminar and training	-	400,690	847,432
Software and other IT expenses	38,217	24,319	688,941
Loss on sale of fixed assets	3,910	-	-
Advance write off	-	-	2,226,819
Auditors' remuneration			
- Audit fees	37,500	118,750	50,000
- Other services	-	-	155,275
Office administration expenses	98,176	110,623	30,363
<b>TOTAL</b>	<b><u>320,965</u></b>	<b><u>12,610,889</u></b>	<b><u>19,838,723</u></b>

**RELIANCE FINANCIAL LIMITED**

CIN: U65990MH2005PLC155675

Registered Office: 7<sup>th</sup> Floor, B-Wing, Trade World, Kamala Mills Compound, S. B. Marg, Lower Parel,  
Mumbai – 400 013Tel No: 022 33201212 Fax No: 022 33201555  
website: [www.reliancefinancial.co.in](http://www.reliancefinancial.co.in)**PROXY FORM****Before the National Company Law Tribunal, Mumbai Bench  
Company Scheme Application No. 967 of 2017**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder as in force from time to time;

AND

In the matter of Scheme of Arrangements between Reliance Money Solutions Private Limited ("RMSPL" or "Demerged Company") and Reliance Financial Limited ("RFL" or "Resulting Company") and their respective shareholders

**RELIANCE FINANCIAL LIMITED**, a company incorporated )  
 under the Companies Act, 1956 with Corporate Identity )  
 No. U65990MH2005PLC155675 having its registered )  
 office at 7<sup>th</sup> Floor, B-Wing, Trade World, Kamala Mills )  
 Compound, S. B. Marg, Lower Parel, Mumbai – 400 013 ) ..... the Applicant Company

Name of the member(s)	:	
Registered address	:	
E-mail ID	:	
Folio No. /DP ID & Client ID*	:	
No. of share(s) held	:	

\* Applicable in case shares are held in electronic form.

I/We, being the member(s) of [ ] equity shares of **RELIANCE FINANCIAL LIMITED**, hereby appoint

1. Name : \_\_\_\_\_ Email - ID : \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

2. Name : \_\_\_\_\_ Email - ID : \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

3. Name : \_\_\_\_\_ Email - ID : \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

as my / our proxy, to act for me/ us at the National Company Law Tribunal convened Meeting of the Equity Shareholders to be held at 12:00 o'clock noon IST on Monday, December 18, 2017 at Conference Room 1133, 11<sup>th</sup> Floor, R-Tech IT Park, Next to 'The Hub Mall', Western Express Highway, Goregaon (East), Mumbai - 400 063 for the purpose of considering and if thought fit, approving, with or without modification(s), the Scheme of Arrangement between Reliance Money Solutions Private Limited ("RMSPL" or "Demerged Company") and Reliance Financial Limited ("RFL" or "Resulting Company") and their respective shareholders ("the Scheme" or "Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 at such meeting and any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s).....(here, if for, insert 'FOR', or if against, insert 'AGAINST' and in the latter case strike out the words 'EITHER WITH OR WITHOUT MODIFICATIONS' after the word resolution) the said arrangement embodied in the Scheme and the resolution, either with or without modification(s)\*, as my/our proxy may approve.

\*strike out whatever is not applicable

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Please  
affix  
revenue  
stamp

\_\_\_\_\_  
Signature of Shareholder(s)

\_\_\_\_\_  
Signature of Proxy Holder(s)

**Notes:**

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. Please affix revenue stamp before putting signature.
3. Alterations, if any, made in the Proxy Form should be initialed.
4. In case of multiple proxies, the Proxy later in time shall be accepted.
5. Proxy need not be shareholder of the Company.

**RELIANCE FINANCIAL LIMITED**

CIN: U65990MH2005PLC155675

Registered Office: 7<sup>th</sup> Floor, B-Wing, Trade World, Kamala Mills Compound, S. B. Marg, Lower Parel,  
Mumbai – 400 013

Tel No: 022 33201212 Fax No: 022 33201555

website: [www.reliancefinancial.co.in](http://www.reliancefinancial.co.in)**ATTENDANCE SLIP****TRIBUNAL CONVENED MEETING ON DECEMBER 18, 2017 AT 12: 00 O'CLOCK NOON IST**

Name of the member(s)	:	
Registered address	:	
E-mail ID	:	
Folio No. /DP ID & Client ID*	:	
No. of share(s) held	:	

\* Applicable in case shares are held in electronic form.

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

I/ We hereby record my presence at the **TRIBUNAL CONVENED MEETING** of the Equity Shareholders of the Company to be held at 12:00 o'clock noon IST on Monday, December 18, 2017 at Conference Room 1133, 11<sup>th</sup> Floor, R-Tech IT Park, Next to 'The Hub Mall', Western Express Highway, Goregaon (East), Mumbai – 400 063.

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Shareholder's / Proxy's name in **BLOCK** letters

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Signature of Shareholder /Proxy

**Note:** Please fill in the attendance slip and hand it over at the entrance of the Meeting Hall. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting.

## Map of the Venue of the Meeting

Venue: Conference Room 1133, 11<sup>th</sup> Floor, R-Tech IT Park, Western Express Highway, Goregaon (East), Mumbai – 400 063



Landmark: Next to The Hub Mall