

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

T +91 22 3303 6000  
 F +91 22 3303 6664

July 22, 2019

**Vistra ITCL (India) Limited**

The IL&FS Financial Centre,  
 Plot C-22, G Block, Bandra-Kurla Complex,  
 Bandra East, Mumbai 400 051

Dear Sir(s),

**Sub.: Non-convertible, Listed, Unsecured Debentures aggregating to Rs. 1,405 Cr. issued by Reliance Capital Limited ('Company') under Debenture Trust Deed/Debenture Trustee Agreement dated May 9, 2011 and April 17, 2013**

**Ref.: Your letter dated 4<sup>th</sup> July, 2019**

Please refer to your above referred letter on the above subject.

With reference to the same, please be informed that the Company had submitted the Quarterly Compliance Report (QCR) for the quarter and financial year ended March 31, 2019 on May 14, 2019.

As regards the information sought by you vide your above referred letter, please find below the same:-

Sr. No.	Particulars	Company's Remarks
i)	Whether there is any reason to believe and/or any reasonable apprehension that the Company is/shall be unable to pay its debts	The Company has always been committed to fulfill all its obligations, which includes standalone debt and guaranteed obligations of the Company.
ii)	If any extra-ordinary circumstances have occurred which make it improbable for the Company to fulfil its obligations under these presents and/or the Debentures.	No extra-ordinary circumstances have occurred.

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iii)	Whether there is/are any event likely to have a substantial effect on the Company's profits or business and the reasons therefore	None.
iv)	Whether any breach of the terms of the prospectus inviting the subscriptions of Debentures or of the covenants of the DTD(s) have been committed	None.
v)	Whether the Company has/plans to enter into any amalgamation, reorganization or reconstruction without informing the Debenture Trustee about the same	The Company has no plans for any amalgamation, reorganization or reconstruction.
vi)	Clarification on the abrupt resignation of the auditors	The letters submitted to the Stock Exchanges dated June 11, 2019 and June 13, 2019 are self-explanatory and are attached for your ready reference.

As regards the annexures to the QCR for the quarter and financial year ended March 31, 2019, we will submit the same post Board Meeting.

Thanking you.

Yours faithfully,  
For Reliance Capital Limited

**Atul Tandon**  
**Company Secretary & Compliance Officer**

Encl.: Letters dated June 11, 2019 and June 13, 2019 submitted by Reliance Capital Limited to the Stock Exchanges

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June 11, 2019

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

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

Dear Sir(s),

**Subject: Resignation of one of the statutory auditors of the Company**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that M/s. Price Waterhouse & Co Chartered Accountants LLP (PWC), vide its letter dated June 11, 2019 have resigned as one of the Statutory Auditors of the Company with effect from June 11, 2019 for the reasons stated in the Annexure. The Board of Directors of the Company has noted and accepted the resignation. The other duly appointed auditor, M/s. Pathak H.D. & Associates, whose term is valid until conclusion of the AGM for the year ended March 31, 2021, has confirmed that it will continue as the sole Statutory Auditor.

The Company does not agree with the reasons given by PWC for the resignation. The Company has duly responded to the various queries and letters of PWC and has also duly and validly convened a meeting of the Audit Committee on June 12, 2019 to further respond to the letter dated May 14, 2019 from PWC. The Company expected PWC to have participated in the meeting of the Audit Committee and not resigned on the eve thereof. The Company has also duly furnished all requisite and satisfactory details as required by PWC, especially including certification and confirmations of the transactions in question on multiple occasions by PWC themselves. As regards legal proceedings, the Company had clearly stated that the same would be initiated only if so legally advised, that too if required to protect the interests of all stakeholders, and it is hard to see how PWC has taken exception to this approach.

The Audit Committee and Board of Directors of the Company are committed to ensuring true and fair reporting on its annual accounts, and will ensure that PWC's observations are fully examined by the continuing Statutory Auditor, M/s. Pathak H.D. & Associates before finalization of the audit for the accounting year ended March 31, 2019.

Thanking you.

Yours faithfully,  
For Reliance Capital Limited



**Atul Tandon**  
**Company Secretary & Compliance Officer**

Encl.: As Above.

## Annexure

**Disclosure of events and information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<u>Sr. No.</u>	<u>Particulars</u>	<u>Details</u>
(a)	Name of Auditors	: M/s. Price Waterhouse & Co Chartered Accountants LLP (PWC).
(b)	Reason for change viz. appointment, resignation, removal, death or otherwise, and detailed reasons for the resignation of Auditor as given by the said Auditor	: The reason for the change is resignation of PWC, one of the auditors. PWC has stated that as part of the ongoing audit for F.Y. 2018-19, it noted certain observations / transactions which in its assessment, if not resolved satisfactorily, might be significant or material to the financial statements, and that it did not receive satisfactory response to its queries. PWC has further stated that though it sent a letter dated April 24, 2019 under relevant provisions of the Companies Act, the Company disputed the same to be in accordance with the provisions of law, notwithstanding a subsequent letter issued by PWC on May 14, 2019 to reiterate the intent of letter issued on April 24, 2019, and the Company did not convene an audit committee meeting within the expected time. The Company also stated that it might initiate appropriate legal proceedings against the firm. According to PWC, these actions by the Company have prevented it from performing its duties as statutory auditors and exercising independent judgment in making a report to the members of the Company, and impaired its independence, and hence, it is no longer in a position to complete the audit and instead feels compelled to withdraw from the audit engagement and resign.
(c)	Date of <del>appointment</del> resignation (as applicable) & <del>terms of appointment</del>	: June 11, 2019
(d)	Brief Profile (in case of appointment)	: Not Applicable

PM

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June 13, 2019

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

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

Dear Sir(s),

**Sub.: MEDIA RELEASE**

We enclose herewith the media release issued by the Company which is self explanatory.

Thanking you.

Yours faithfully,  
For **Reliance Capital Limited**

  
**Atul Tandon**  
**Company Secretary & Compliance Officer**

Encl.: As Above.

## **MEDIA STATEMENT**

**Mumbai, 13 June, 2019:**

**A Reliance Capital spokesperson, commenting on PWC's resignation as statutory auditor, stated:**

- PWC's observations are completely baseless and unjustified
- PWC has acted prematurely without even statutory discussions with the Audit Committee
- Reliance Capital's continuing auditor has been mandated by the Audit Committee to submit its independent report on PWC's observations within 15 days
- There is no question of 'diversion'; zero loans and / or liquidity have been provided by any lender in the PWC audit period
- Reliance Capital is by law required to fund only group entities, being a Core Investment Company (CIC)
- All resources have been utilised purely to support group debt servicing of Rs 35,000 crore in past 14 months
- Reliance Capital is confident the independent report of the continuing auditor will establish that there are no irregularities.

**The following is Reliance Capital's statement on the matter which was intimated to the stock exchanges on June 11, 2019:**


"The Company does not agree with the reasons given by PWC for the resignation. The Company has duly responded to the various queries and letters of PWC and has also duly and validly convened a meeting of the Audit Committee on June 12, 2019 to further respond to the letter dated May 14, 2019 from PWC. The Company expected PWC to have participated in the meeting of the Audit Committee and not resigned on the eve thereof. The Company has also duly furnished all requisite and satisfactory details as required by PWC, especially including certification and confirmations of the transactions in question on multiple occasions by PWC themselves. As regards legal proceedings, the Company had clearly stated that the same would be initiated only if so legally advised, that too if required to protect the interests of all stakeholders, and it is hard to see how PWC has taken exception to this approach."

**About Reliance Capital Limited**

[www.reliancecapital.co.in](http://www.reliancecapital.co.in)

Reliance Capital Limited, a part of the Reliance Group, is one of India's leading private sector financial services companies. It ranks amongst the top private sector financial services and banking groups, in terms of net worth. The Company is a constituent of MSCI Global Small Cap Index.

Reliance Capital has interests in asset management and mutual funds; life, health and general insurance; commercial and home finance; stock broking; wealth management services; distribution of financial products; asset reconstruction; proprietary investments and other activities in financial services.

 /RelianceCapital

 @RelianceCapital

**For media queries, please contact:**

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