

Reliance Capital Limited

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CIN : L65910MH1986PLC165645

November 14, 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001

BSE Scrip Code: 500111**National Stock Exchange of India Limited**

Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

NSE Scrip Symbol: RELCAPITAL

Dear Sir(s),

Sub.: Unaudited Financial Results for the quarter and half year ended September 30, 2024

The Reserve Bank of India ("RBI") has superseded the board of directors of Reliance Capital Limited ("Company") and appointed Mr. Nageswara Rao Y as the Administrator of the Company in terms of Section 45-IE of the Reserve Bank of India Act, 1934 ("RBI Act"). Further, pursuant to an order dated December 6, 2021 of the National Company Law Tribunal, Mumbai Bench ("NCLT"), Corporate Insolvency Resolution Process ("CIRP") has been initiated against the Company as per the provisions of the Insolvency and Bankruptcy Code, 2016 ("Code"). The Resolution Plan submitted by IndusInd International Holdings Ltd. for the Company has been approved by the NCLT on February 27, 2024. In terms of the Approved Resolution Plan a Monitoring Committee has been constituted for implementation of Approved Resolution Plan.

Further to our letter dated November 11, 2024 and pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Unaudited Standalone and Consolidated Financial Results for the quarter and half year ended September 30, 2024 along with the Limited Review Report submitted by the Statutory Auditors of the Company.

The above financial results were reviewed by the Administrator on November 14, 2024. The meeting commenced at 3:30 p.m. and Administrator approved the financial results at 5:50 p.m.

Thanking you.

Yours faithfully,

For Reliance Capital Limited**Atul Tandon****Company Secretary & Compliance Officer**

Encl.: As Above.

The Company is undergoing Corporate Insolvency and Resolution Process and RBI has appointed Shri Nageswara Rao Y as Administrator in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 read with the Insolvency and Bankruptcy (Insolvency and Liquidation Proceedings of Financial Service Providers and Application to Adjudication Authority) Rules, 2019 as per the order of the Hon'ble National Company Law Tribunal bench at Mumbai dated December 6, 2021.

Reliance Capital Limited
Statement of Standalone Financial Results for quarter and half year ended September 30, 2024

(Rs. in lakh except per share data)

Sr. No.	Particulars	Quarter Ended			Half Year ended		Year Ended
		30-Sep-2024	30-Jun-2024	30-Sep-2023	30-Sep-2024	30-Sep-2023	31-Mar-2024
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
	Income						
I	Revenue from operations						
	Interest Income	451	466	451	917	926	2 007
	Dividend Income	-	-	937	-	1 928	2 101
	Rental Income	-	-	-	-	-	-
	Fees Income	-	-	-	-	-	-
	Other operating income	-	-	-	-	-	-
	Total Revenue from operations	451	466	1 388	917	2 854	4 108
II	Other income	2	11	1 155	13	1 156	1,164
III	Total Income (I+II)	453	477	2,543	930	4,010	5,272
IV	Expenses						
	Finance costs	-	-	-	-	-	1
	Net loss / (Gain) on fair value changes (net)	-	-	(9 770)	-	(27 617)	(27 615)
	Impairment on financial instruments	-	-	55 706	-	52 906	52 906
	Employee benefits expense	318	206	(79)	524	124	353
	Depreciation and amortisation expense	75	74	81	149	165	325
	Other expenses	712	1 060	835	1 772	1 610	2 575
	Total expenses (IV)	1 105	1 340	46 773	2 445	27 188	28 545
V	Profit/(loss) before tax (III-IV)	(652)	(863)	(44 230)	(1 515)	(23 178)	(23 273)
VI	Tax expense						
	(1) Current tax	-	-	-	-	-	-
	(2) Deferred tax	-	-	-	-	-	-
	(3) Taxation for earlier years	-	-	-	-	-	-
	Total tax expense	-	-	-	-	-	-
VII	Profit/(loss) for the period / year (V-VI)	(652)	(863)	(44 230)	(1 515)	(23 178)	(23 273)
VIII	Other Comprehensive Income / (Loss)						
A	(i) Items that will not be reclassified to profit or loss	2	(17)	5	(15)	(13)	(18)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-
B	(i) Items that will be reclassified to profit or loss	-	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
	Other comprehensive income / (Loss) for the period / year, net of tax	2	(17)	5	(15)	(13)	(18)
IX	Total Comprehensive Income / (Loss) for the period / year (VII+VIII)	(650)	(880)	(44 225)	(1 530)	(23 191)	(23 291)
X	Earnings per equity share face value of Rs. 10 each fully paidup (quarter not annualised)						
	(1) Basic	(0.26)	(0.34)	(17.61)	(0.60)	(9.23)	(9.27)
	(2) Diluted	(0.26)	(0.34)	(17.61)	(0.60)	(9.23)	(9.27)
XI	Paid-up Equity Share Capital	25 324	25 324	25 324	25 324	25 324	25 324
XII	Other equity						(10 92 463)

Notes:

1. Reliance Capital Limited ("Company") is registered as Non-Banking Financial Company, Middle Layer Core Investment Company- Non-Deposit Taking Systemically Important (NBFC – CIC – NDSI) under Section 45-IA of Reserve Bank of India Act, 1934. The Financial results of the Company have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015, as amended and as prescribed under Section 133 of the Companies Act, 2013, and all activities are conducted within India. The Operating segments, as per the Ind AS 108 have been reported as under:

- Finance- this includes the corporate lending activities.
- Investments -this includes the investment activities.
- Lease Rental -this includes the renting and leasing activities.
- Others - this includes other financial and allied services.



- 2 The Reserve Bank of India ("RBI") vide Press Release dated November 29, 2021 in exercise of the powers conferred under Section 45-IE (1) of the Reserve Bank of India Act, 1934 ("RBI Act"), superseded the Board of Directors of the Company on November 29, 2021 and appointed Mr. Nageswara Rao Y, ex-Executive Director of Bank of Maharashtra as the Administrator of the Company under Section 45-IE (2) of the RBI Act. Thereafter RBI vide press release dated November 30, 2021 in exercise of its powers conferred under Section 45-IE (5)(a) of RBI Act constituted a three-member advisory committee to assist the Administrator in the discharge of his duties.

On December 02, 2021 the RBI filed the Petition before the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"/"Adjudicating Authority") under sub-Clause (i) of clause (a) of Rule 5 of the Insolvency and Bankruptcy (Insolvency and Liquidation Proceedings of Financial Service Providers and Application to Adjudication Authority) Rules, 2019 ("FSP Rules") to initiate Corporate Insolvency Resolution Process ("CIRP") against RCL read with Section 227 of Insolvency and Bankruptcy Code, 2016, read with the rules and regulations framed there under and amended from time to time (the "Code"). Further CIRP was initiated against the Company under Section 227 read with clause (zk) of sub section (2) of section 239 of the Code and read with rules 5 and 6 of the FSP Rules by an order dated December 06, 2021 of the NCLT. The Adjudicating Authority vide the above order, appointed the Administrator to perform all the functions of a resolution professional to complete the CIRP of the Company as required under the provisions of the Code and declared a moratorium.

The resolution plan submitted by IndusInd International Holdings Limited ("IIHL"), for acquisition of Reliance Capital Limited on a going concern basis was approved ("Approved Resolution Plan") by the Hon'ble NCLT by its order dated February 27, 2024 ("NCLT Approval Order").

A Monitoring Committee ("MC") has been constituted in terms of the Approved Resolution Plan to manage the operations of the Company on a going concern basis and MC is the decision-making committee to do all such acts, deeds, matters and things which shall be required for implementation of the Approved Resolution Plan including but not limited to transfer of assets or investments as articulated in the Approved Resolution Plan.

A detailed summary highlighting the significant portions of the Approved Resolution Plan along with the NCLT Approval Order has been intimated to the stock exchanges where the securities of the Company are listed, vide letter dated February 28, 2024 and the same is available on the website of the Company and Stock Exchanges.

In terms of the Approved Resolution Plan, the securities of RCL including its equity shares will stand delisted from the stock exchanges in accordance with the NCLT Approval Order read with SEBI (Delisting of Equity Shares) Regulations, 2021. As per the Approved Resolution Plan, the liquidation value of the equity shareholder of RCL is NIL and hence, equity shareholders will not be entitled to receive any payment and no offer will be made to any shareholder of RCL. Upon implementation of the Approved Resolution Plan the entire existing share capital of RCL is proposed to be cancelled and extinguished for NIL consideration by virtue of the NCLT Approval Order such that IIHL and/or the Implementing Entity, and its nominees, are the only shareholders of RCL.

Further, IIHL has filed an application with Hon'ble NCLT for seeking an extension of 90 days from May 27, 2024, for the implementation of the Approved Resolution Plan. The Hon'ble NCLT, by and under its order dated July 23, 2024 partly allowed the said application. On July 30, 2024, IIHL has filed another Interlocutory Application being IA No. 3853 of 2024 inter alia seeking modification of the July 23, 2024 order passed by Hon'ble NCLT in order to seek certain directions for implementation of the Approved Resolution Plan. The said matter is presently sub-judice. Accordingly, the statement for the quarter and half-year ended September 30, 2024 has been prepared on going concern assumptions.

Pursuant to the directions of the Hon'ble NCLT contained in its order dated August 8, 2024 in afore referred I.A. No. 3853 of 2024, Aasia Enterprises LLP deposited an amount of Rs 250 crore in the onshore account as designated by COC and another sum of USD 298 million equivalent to Rs.2,500 crore was deposited by IIHL BFSI (India) Limited (Mauritius) in the offshore account as designated by COC.

As disclosed previously, the Company was prohibited from making any payment to secured or unsecured creditors and to dispose of, alienate, encumber either directly or indirectly or otherwise part with the possession, of any assets except in the ordinary course of business such as payment of salary and statutory dues, vide (a) orders dated December 3, 2019 and December 5, 2019 passed by the Hon'ble Debts Recovery Tribunal; (b) orders dated November 20, 2019 and March 15, 2021 passed by the Hon'ble Delhi High Court; and, orders dated November 28, 2019, November 4, 2020, and March 5, 2021 passed by the Hon'ble Bombay High Court. The Administrator, on behalf of the Company has obtained orders clarifying that the above-mentioned orders will not come in the way of the Company's CIRP.

- 3 The Administrator has taken charge with effect from November 29, 2021, and has relied on information, data, and clarification provided by the existing Key Management Personnel ("KMP's") of the Company for the purpose of the financial results. With respect to the financial statements for the quarter and half-year ended September 30, 2024, the Administrator has signed the same solely for the purpose of ensuring compliance by the Company with applicable law, and in accordance with the provisions of the Companies Act, 2013, the Code, read with the relevant regulations and rules thereunder and subject to the following:

(i) The Administrator has taken charge with effect from November 29, 2021 and therefore was not in control of the operations or the management of the Company prior to November 29, 2021;

(ii) The Administrator has furnished and signed the report in good faith and accordingly, no suit, prosecution or other legal proceeding shall lie against the Administrator in terms of Section 233 of the Code;

(iii) The Administrator, while signing this statement of financial results, has relied solely upon the assistance provided by the existing staff and present KMPs of the Company in review of the financial results as well as the certifications, representations and statements made by the KMPs of the Company, in relation to these financial results. The statement of financial results of the Company for the quarter and half-year ended September 30, 2024 have been taken on record by the Administrator solely on the basis of and on relying on the aforesaid certifications, representations and statements of the existing staff and present KMPs. For all such information and data, the Administrator has assumed, without any further assessment, that such information and data are in the conformity with the Companies Act, 2013 and other applicable laws with respect to the preparation of the financial statements and that they give a true and fair view of the position of the Company as of the dates and period indicated therein.

- 4 Pursuant to the admission and commencement of CIRP of the Company under IBC with effect from December 06, 2021, there are various claims submitted by the operational creditors, the financial creditors, employees and other creditors. The overall obligations and liabilities including obligation for interest on loans and the principal rupee amount in respect of loans have been determined in terms of Approved Resolution Plan and shall be accounted upon implementation of Approved Resolution Plan. The above financial results are drawn on the basis of September 30, 2024 figures as per the books of accounts of the Company.

- 5 The Listed Secured Non-Convertible Debentures of the Company aggregating to Rs.14,82,728 lakh as on September 30, 2024 are secured by way of first pari-passu mortgage/charge on the Company's immovable property and on present and future book debts, business receivables, investment property and other receivables of the Company as specifically mentioned in the respective Trust Deeds. The asset cover has fallen below hundred percent of the outstanding debentures and the same will be dealt in terms of Approved Resolution Plan.



- 6 The Administrator of Reliance Capital Limited, duly appointed by the NCLT, is obligated to file application for avoidance transactions in accordance with section 25(2)(j) of the Code read with Regulation 35A of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 ("CIRP Regulations"). In furtherance of the aforesaid, the Administrator had appointed a transaction auditor, BDO India LLP ("BDO or Transaction Auditor"), to determine if the Company has been subjected to transactions under sections 43, 45, 50 and 66 of the Code and submit a report on the same ("BDO Report"). Estimated impact on the Company is INR 2,19,200 lakh as per the BDO report. On a review and in consideration of the findings of the Transaction Auditor, the Administrator has filed 8 applications before the NCLT under Section 60(5) and Section 66(2) of the Code read with the relevant CIRP Regulations in October 2022 seeking appropriate relief. The Company has made requisite disclosures of the same under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The applications are pending before NCLT.
- 7 In view of ongoing CIRP, interest expense of Rs 40 746 lakh for quarter and Rs. 79 797 for half-year ended September 30, 2024 has not been provided.
- 8 As per the provisions of the Code, the fair value and liquidation value of the assets of Reliance Capital Limited as on the insolvency commencement date is required to be determined in accordance with Regulation 27 read with Regulation 35 of the CIRP Regulations. The Administrator of RCAP duly appointed by the NCLT, is obligated to appoint 2 registered valuers to determine such valuation and submit the report ("Valuation Report"). In furtherance thereof, the Administrator had appointed 2 registered valuers who have submitted their report. As per Ind AS 36- "Impairment of Assets", impairment testing of assets is to be conducted on an annual basis. Upon implementation of the Approved Resolution Plan, the Company will consider carrying out a comprehensive review of all the assets including investments, other assets and intangible assets, liabilities and accordingly provide for impairment loss on assets and write back of liabilities, if any.
- 9 The figures for the quarter and half-year ended September 30, 2024 of the Company have been subjected to a "Limited Review" by Statutory Auditors of the Company.
- 10 Previous period figures have been regrouped and rearranged wherever necessary.
- 11 Disclosure(s) under Regulation 52 and 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circular no SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022 issued by SEBI are enclosed as Annexure A and Annexure B, respectively.
- 12 The above results were reviewed and approved by the Administrator on November 14, 2024 and has approved its release while discharging the powers of the Board of Directors of the Company which were conferred upon him by the RBI order dated November 29, 2021 and acting as a member of the Monitoring Committee constituted pursuant to the Approved Resolution Plan. Please refer to note no. 4 above for the basis of the review and approval of the above results by the Administrator.

for Reliance Capital Limited



Nageswara Rao Y
Administrator

Mumbai, November 14, 2024

The Administrator has been appointed by RBI under Section 45-IE (2) of the RBI Act and is currently acting as a member of the Monitoring Committee of Reliance Capital Limited constituted pursuant to the Order dated February 27, 2024 passed by the Hon'ble NCLT, Mumbai bench. The affairs, business and property of Reliance Capital Limited are being managed under the supervision of the Monitoring Committee without any personal liability.

Correspondence Address : Administrator, Reliance Capital Limited, Trade World, B-Wing, 7th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai City MH 400 013 IN and for Correspondence Email Id :- rbi.administrator@relianceada.com

For future correspondences, you may reach out to the undersigned at the address/ contact details set out below:

a. Correspondence Address : Administrator, Reliance Capital Limited, Trade World, B-Wing, 7th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai City MH 400 013 IN

b. Contact No : 9844214021

c. Email : rbi.administrator@relianceada.com/ rcap.administrator@relianceada.com



Reliance Capital Limited
Standalone Balance Sheet as at September 30, 2024

(Rs. in lakh)

Particulars	As at September 30, 2024	As at March 31, 2024
	Unaudited	Audited
ASSETS		
Financial assets		
Cash and cash equivalents	29 147	30 101
Bank balance other than cash and cash equivalents above	675	1 004
Receivables		
(I) Trade receivables	27	27
(II) Other receivables	-	-
Loans	-	-
Investments	11 08 816	11 08 816
Other financial assets	2 283	2 617
Total Financial Assets	11 40 948	11 42 565
Non-financial assets		
Current tax assets (Net)	1 432	1 553
Investment Property	6 977	7 081
Property, plant and equipment	3 385	3 430
Other intangible assets	-	-
Other non-financial assets	32 088	32 049
Total Non - Financial Assets	43 882	44 113
Total assets	11 84 830	11 86 678
LIABILITIES AND EQUITY		
LIABILITIES		
Financial liabilities		
Derivative Financial Instrument	-	-
Debt securities	16 25 956	16 25 956
Borrowings	1 15 839	1 15 839
Payables		
(I) Trade Payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
(II) Other Payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
Other financial liabilities	4 49 658	4 49 987
Total Financial Liabilities	21 91 453	21 91 782
Non-financial Liabilities		
Provisions	60 496	60 483
Other non-financial liabilities	1 550	1 552
Total Non - Financial Liabilities	62 046	62 035
EQUITY		
Equity share capital	25 324	25 324
Other equity	(10 93 993)	(10 92 463)
Total equity	(10 68 669)	(10 67 139)
Total liabilities and equity	11 84 830	11 86 678



Reliance Capital Limited
Standalone statement of cash flow for the half-year ended As at September 30, 2024
(Rs. in lakh)

Particulars	As at September 30, 2024	As at September 30, 2023
	Unaudited	Unaudited
CASH FLOW FROM OPERATING ACTIVITIES :		
Profit/(Loss) before tax:	(1 515)	(23 178)
Adjustments :		
Depreciation, amortisation and impairment	149	165
Net Impairment on financial instruments and balances written off	-	52 906
Provision for gratuity	13	(17)
(Profit) / loss on sale of property, plant and equipment	-	(1 155)
Dividend income on investments	-	(1 928)
Net loss / (gain) on fair value of investment	-	(27 617)
Share based payment / (reversal) to employees	-	(270)
Interest income	(917)	(926)
Interest expenses (net)	-	-
Operating profit before working capital changes	(2 270)	(2 020)
Adjustments for (increase)/ decrease in operating assets:		
Interest received	979	820
Financial assets and non financial assets	562	(51 567)
Financial liabilities and non financial liabilities	(331)	(817)
Cash used in operations	(1 060)	(53 584)
Less : Income taxes paid (net of refunds)	121	(221)
Net cash used in operating activities	(939)	(53 805)
CASH FLOW FROM INVESTING ACTIVITIES :		
Sale /(Purchase) of property, plant and equipments (including capital advances)	-	1 551
Proceeds from sale of investments (net)	(15)	61 426
Dividend received	-	1 928
Net cash flow from investing activities	(15)	64 905
CASH FLOW FROM FINANCING ACTIVITIES :		
Debt securities issued / (repaid) (net)	-	-
Borrowing other than debt securities issued / (repaid) (net)	-	(2 800)
Net cash used in financing activities	-	(2 800)
NET INCREASE/(DECREASE) IN CASH AND BANK EQUIVALENTS	(954)	8 300
Add : Cash and cash equivalents at beginning of the year	30 101	21 004
Cash and cash equivalents at end of the period	29 147	29 304



Reliance Capital Limited
Standalone segment reporting for quarter and half year ended September 30, 2024

(₹ in lakh)

Sl. No.	Particulars	Quarter ended			Half-year ended		Year ended
		30-Sep-2024	30-Jun-2024	30-Sep-2023	30-Sep-2024	30-Sep-2023	31-Mar-24
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Segment revenue						
a	Finance	-	-	-	-	-	-
b	Investments	-	-	937	-	1 928	2 101
c	Lease / Rental	-	-	-	-	-	-
d	Others	2	11	1 155	13	1 156	1 164
e	Unallocated revenue	451	466	451	917	926	2 007
	Total	453	477	2 543	930	4 010	5 272
	Inter-segment revenue	-	-	-	-	-	-
	Total net segment income	453	477	2 543	930	4 010	5 272
2	Segment results						
a	Finance	-	-	(55 706)	-	-	(52 906)
b	Investments	-	-	10 707	-	29 545	29 716
c	Lease / Rental	-	-	-	-	-	-
d	Others	2	11	1 155	13	1 156	1 164
	Total segment profit / (loss) before tax	2	11	(43 844)	13	30,701	(22 026)
	Unallocated expenses	654	874	386	1 528	53 879	1 247
	Profit / (Loss) before tax	(652)	(863)	(44 230)	(1 515)	(23 178)	(23 273)
3	Segment assets						
a	Finance	-	-	-	-	-	-
b	Investments	11 08 816	11 08 816	11 08 858	11 08 816	11 08 858	11 08 816
c	Lease / Rental	27	27	27	27	27	27
d	Others	479	546	558	479	558	663
e	Inter-segment elimination	-	-	-	-	-	-
f	Unallocated assets	75 508	76 099	77 335	75 508	77 335	77 172
	Total segment assets	11 84 830	11 85 488	11 86 778	11 84 830	11 86 778	11 86 678
4	Segment liabilities						
a	Finance	8 63 029	8 63 029	8 63 029	8 63 029	8 63 029	8 63 029
b	Investments	-	-	-	-	-	-
c	Lease / Rental	385	385	385	385	385	385
d	Others	-	-	-	-	-	-
e	Inter-segment elimination	-	-	-	-	-	-
f	Unallocated liabilities	3 21 416	3 22 074	3 23 364	3 21 416	3 23 364	3 23 264
	Total segment liabilities	11 84 830	11 85 488	11 86 778	11 84 830	11 86 778	11 86 678



Disclosure pursuant to Regulation 52(4) of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, for half year ended September 30, 2024 :

(Rs. in lakh)

Sr. No.	Particulars	Details Required
1	Debt-Equity Ratio	Note 1 (a)
2	Outstanding Redeemable Preference Shares (Quantity And Value)	-
3	Capital Redemption Reserve/Debenture Redemption Reserve	-
4	Net Worth	(10,68,669)
5	Net Profit After Tax	(1,515)
6	Earnings Per Share (Not annualised)	Basic : Rs (0.60) Diluted : Rs (0.60)
7	Total Debts To Total Assets	1.47 times
8	Net Profit Margin	Note 1 (b)
9	Sector Specific Equivalent Ratios, As Applicable	
a	Gross NPA (Stage 3 Asset Gross) Ratio	100.00%
b	Net NPA (Stage 3 Asset Gross) Ratio	0.00%

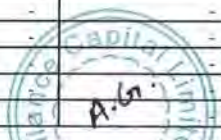
Note 1: (a) The Company has negative equity balance as a result, debt equity ratio cannot be presented.

(b) Since there is loss for the half year ended September 30, 2024, Net Profit Margin cannot be presented.

Note 2: Debt Service Coverage Ratio, Interest Service Coverage Ratio, Current Ratio, Long Term Debt To Working Capital, Bad Debts To Account Receivable Ratio, Current Liability Ratio, Debtors Turnover, Inventory Turnover and Operating Margin are not applicable to the Company.



Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O	
p	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari passu Charge	Pari passu Charge	Pari passu Charge		Elimination (Amount in negative)	(Total - C to I)	Related to only those items covered by this certificate					
		Debt for which this certificate is being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari passu charge)	Other assets on which there is pari - passu charge (excluding items covered in column F)	Assets not offered as security	Debt amount considered more than once (due to exclusive plus pari passu charge)	Market value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For E.g. Bank Balance , DSRA market value is not applicable)	Market value for Pari passu charge Assets	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For E.g. Bank Balance , DSRA market value is not applicable)	Total Value (K+L+M+N)	Debt not backed by Any Assets offered as security	
		Book Value	Book Value	Yes/No	Book Value	Book Value	Book Value				Relating to Column F				
ASSETS															
	Property, plant and equipment	1	-	-	-	-	3,384	-	3,385	-	1	-	3,384	3,385	
	Capital work-in-progress	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Right-of-use assets	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Intangible assets	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Investments	-	1,24,143	-	9,47,304	37,369	-	-	11,08,816	-	1,24,143	-	9,84,673	11,08,816	
	Loans	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Inventories	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Trade receivables	-	-	-	26	1	-	-	27	-	-	-	27	27	
	Cash and cash equivalent	-	-	-	-	-	29,147	-	29,147	-	-	-	29,147	29,147	
	Bank Balance other than cash and cash equivalents	-	-	-	-	-	675	-	675	-	-	-	675	675	
	Unbilled work-in-progress	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Others	-	-	-	500	20	1,763	-	2,283	-	-	-	2,283	2,283	
	Others	-	-	-	-	-	1,432	-	1,432	-	-	-	1,432	1,432	
	Others	-	-	-	6,712	265	-	-	6,977	-	-	-	6,977	6,977	
	Others	-	-	-	-	-	32,088	-	32,088	-	-	-	32,088	32,088	
	Total	1	1,24,143	-	9,54,543	37,654	68,489	-	11,84,830	-	1,24,144	-	10,60,686	11,84,830	
LIABILITIES															
	Debt securities to which this certificate pertains	14,85,456	-	Yes	14,85,456	-	-	-14,85,456	14,85,456	-	-	-	-	-	
	Debt securities to which this certificate pertains	3,81,667	-	Yes	3,81,667	-	-	-3,81,667	3,81,667	-	-	-	-	-	
	Other Debt sharing pari - passu charge with above debt	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Other Debt	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Subordinated Debt	-	-	No	-	-	1,40,500	-	1,40,500	-	-	-	-	1,40,500	
	Subordinated Debt	-	-	No	-	-	35,965	-	35,965	-	-	-	-	35,965	
	Borrowings	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Others	<i>Not to be filled</i>	-	No	-	52,398	-	-	52,398	-	-	-	-	-	
	Others	<i>Not to be filled</i>	-	No	-	11,792	-	-	11,792	-	-	-	-	-	
	Others	<i>Not to be filled</i>	-	No	-	-	7,260	-	7,260	-	-	-	-	7,260	
	Others	<i>Not to be filled</i>	-	No	-	-	1,823	-	1,823	-	-	-	-	1,823	
	Others	<i>Not to be filled</i>	-	No	-	-	-	-	-	-	-	-	-	-	
	Others	<i>Not to be filled</i>	-	No	-	7,295	-	-	7,295	-	-	-	-	-	
	Others	<i>Not to be filled</i>	-	No	-	2,168	-	-	2,168	-	-	-	-	-	
	Others	<i>Not to be filled</i>	-	No	-	-	48,886	-	48,886	-	-	-	-	48,886	
	Others	<i>Not to be filled</i>	-	No	-	-	15,183	-	15,183	-	-	-	-	15,183	
	Trade Payables	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Lease Liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	



Reliance Capital Limited

Details of Security Cover as at September 30, 2024

(Rs. in lakh)

Provisions	Provisions															
			-	-	-	-	60,496	-	60,496	-	-	-	-	-	-	-
Others	deposits		-	-	-	-	385	-	385	-	-	-	-	-	-	-
Others	Other financial liabilities		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others	Unclaimed dividend		-	-	-	-	675	-	675	-	-	-	-	-	-	-
Others	Other non-financial liabilities		-	-	-	-	1,550	-	1,550	-	-	-	-	-	-	-
Others	Derivative financial instrument		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others	Equity		-	-	-	-	-10,68,669	-	-10,68,669	-	-	-	-	-	-	-
Total		18,67,123	-	-	-	18,67,123	73,654	-7,55,947	-18,67,123	11,84,830	-	-	-	-	-	2,49,616

Cover on Book Value																
Cover on Market Value																
	Exclusive Security Cover Ratio	0.00005%														
	Pari-Passu Security Cover Ratio				51.12%											

Notes

1. Reliance Capital Limited ('the Company') is registered as Non-Banking Financial Company Middle Layer Core Investment Company ('CIC' - Non-Deposit Taking Systemically Important (NBFC - CIC - NDSI) under Section 45-IA of Reserve Bank of India Act, 1934. As a CIC, the Company is primarily a holding company, holding investments in its subsidiaries, associates and other group companies. The Company's subsidiaries and associates are engaged in a wide array of businesses in the financial service sector. The Company is Public Limited Company listed on recognised stock exchanges in India. The registered office of the Company is located at Kamala Mills Compound, Trade World, B-Wing, 7th Floor, S. B. Marg, Lower Parel, Mumbai 400013.

The Reserve Bank of India ('RBI') vide Press Release dated November 29, 2021 in exercise of the powers conferred under Section 45-IE (1) of the Reserve Bank of India Act, 1934 ('RBI Act'), superseded the Board of Directors of the Company on November 29, 2021 and appointed Mr. Nageswara Rao Y, ex-Executive Director of Bank of Maharashtra as the Administrator of the Company under Section 45-IE (2) of the RBI Act. Thereafter RBI vide press release dated November 30, 2021 in exercise of its powers conferred under Section 45-IE (5)(a) of RBI Act constituted a three-member advisory committee to assist the Administrator in the discharge of his duties. On December 02, 2021 the RBI filed the Petition before the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT'/Adjudicating Authority) under sub-Clause (i) of clause (a) of Rule 5 of the Insolvency and Bankruptcy Code, 2016, read with the rules and regulations framed there under and amended from time to time (the 'Code'). Further CIRP was initiated against the Company under Section 227 read with clause (zk) of sub section (2) of section 239 of the Code and read with rules 5 and 6 of the FSP Rules by an order dated December 06, 2021 of the NCLT. The Adjudicating Authority vide the above order, appointed the Administrator to perform all the functions of a resolution professional to complete the CIRP of the Company as required under the provisions of the Code and declared a moratorium.

The Administrator of Reliance Capital Limited filed an application before the NCLT under Section 30(6) of the Code for approval of the resolution plan submitted by IndusInd International Holdings Limited ('IIHL') as approved by the Committee of Creditors of the Company, with the NCLT, via e-filing on July 12, 2023.

The resolution plan submitted by IIHL, for acquisition of Reliance Capital Limited on a going concern basis was approved ('Approved Resolution Plan') by the Hon'ble NCLT by its order dated February 27, 2024 ('NCLT Approval Order').

A Monitoring Committee ('MC') has been constituted in terms of the Approved Resolution Plan to manage the operations of the Company on a going concern basis and MC is the decision-making committee to do all such acts, deeds, matters and things which shall be required for implementation of the Approved Resolution Plan including but not limited to transfer of assets or investments as articulated in the Approved Resolution Plan.

A detailed summary highlighting the significant portions of the Approved Resolution Plan along with the NCLT Approval Order has been intimated to the stock exchanges where the securities of the Company are listed, vide letter dated February 28, 2024 and the same is available on the website of the Company and Stock Exchanges.

In terms of the Approved Resolution Plan, the securities of RCL including its equity shares will stand delisted from the stock exchanges in accordance with the NCLT Approval Order read with SEBI (Delisting of Equity Shares) Regulations, 2021. As per the Approved Resolution Plan, the liquidation value of the equity shareholder of RCL is NIL and hence, equity shareholders will not be entitled to receive any payment and no offer will be made to any shareholder of RCL. Upon implementation of the Approved Resolution Plan the entire existing share capital of RCL is proposed to be cancelled and extinguished for NIL consideration by virtue of the NCLT Approval Order such that IIHL and/or the Implementing Entity, and its nominees, are the only shareholders of RCL.

Further, IIHL has filed an application with Hon'ble NCLT for seeking an extension of 90 days from May 27, 2024, for the implementation of the Approved Resolution Plan. The Hon'ble NCLT, by and under its order dated July 23, 2024 partly allowed the said application. On July 30, 2024, IIHL has filed another Interlocutory Application being IA No. 3853 of 2024 inter alia seeking modification of the July 23, 2024 order passed by Hon'ble NCLT in order to seek certain directions for implementation of the Approved Resolution Plan. The said matter is presently sub-judice.

Pursuant to the directions of the Hon'ble NCLT contained in its order dated August 8, 2024 in afore referred I.A. No. 3853 of 2024, Aasia Enterprises LLP deposited an amount of Rs. 250 crore in the onshore account as designated by COC and another sum of USD 298 million equivalent to Rs. 2,500 crore was deposited by IIHL BFSI (India) Limited (Mauritius) in the offshore account as designated by COC.

2. Justification for not providing market value of assets: The Company is undergoing Corporate Insolvency Resolution Process ('CIRP') under the provisions of the Insolvency & Bankruptcy Code 2016 ('IBC'). As per the provisions of the IBC, the fair value and liquidation value of the assets of the Company as on the insolvency commencement date is required to be determined. In compliance with the same, the Administrator has appointed 2 registered valuers and the said exercise is complete. Upon implementation of the Approved Resolution Plan, the Company will consider carrying out a comprehensive review of all the assets including investments, other assets and intangible assets, liabilities and accordingly provide for impairment loss on assets and write back of liabilities, if any.

3. The Assets under column F has been prorated for secured NCD amounting to Rs 18,67,123 lakh with respect to total secured borrowing of Rs 19,40,777 lakh.

4. The certificate has been prepared as per security interest in favour of financial creditors as declared in Form C (refer Table A)

5. In view of ongoing CIRP, interest expense of Rs 40 746 lakh for quarter and Rs. 79 797 for half-year ended September 30, 2024 has not been provided.

For Reliance Capital Limited


Aman Gudral
Chief Financial Officer

Place: Mumbai
Date: November 14, 2024



The security interest in favour of financial creditors as declared in Form C:

(Rs. In crore)

Sr. No.	Name/ Claimant as per the Claim Form	Security Interest details as per Form C	Charge On (W.R.T Assets of RCAP) as per Search Report dated 31.12.2021	If CG; Issued in favour of	Amount of CG Issued by Corporate Debtor	Charge ID	Amount Secured by the Charge
1	p Debenture Dated 21-07-2017 Debenture Dated 14-03-2014 Debenture Dated 10-12-2014 Debenture Dated 30-07-2013 Debenture Dated 30-10-2012 Debenture Dated 14-05-2013 Debenture Dated 18-07-2018 Debenture Dated 12-03-2013 Debenture Dated 27-12-2012 Debenture Dated 24-02-2012 Debenture Dated 09-08-2012	A first pari passu mortgage and charge over Company's Gujarat Immovable Property more particularly described in the First Schedule to the DTD. A first pari passu charge on all present and future book debts and business receivables of the Company (except security towards securing outstanding term loan and cash credit limits more specifically described in Second Schedule of the DTD). Business receivables include current assets and investments under the DTD.	PART (A) Description of the Gujarat Immovable Property: All that office premises no. 2 admeasuring about 313 sq ft. on the second floor of Avdesh House which is situate lying and being at near Pritam Nagar, Ellisbridge, Ahmedabad 380 006, on the land bearing plot no. 825, Paiky Hissa No. 3(C) of town planning scheme no. 5 (varied) of Ahmedabad City, in the village Sim Kochrab of Taluka Sabarmati (old Taluka City) in the Registration District and Sub-District Ahmedabad, and bounded as under. On or towards East Office- premises no.1 On or towards West Office- premises no.3 On or towards North- Compound of the land On or towards South- Open premises PART (B) All present and future book debts and business receivables of the Company (except security towards securing outstanding term loan and cash credit limits more specifically described in Second Schedule hereto). Business Receivables includes current assets and investments.	N.A.	N.A.		
2	ITSL for Investment Opportunity V PTE* ITSL for Credit Suisse* ITSL for Reliance Corporate Advisory Service Ltd (RCFL)* ITSL for Reliance Corporate Advisory Service Ltd (RHFL)*	A first ranking pari passu (with certain specific creditors including Debenture Holder in respect of another facility) charge ("Pledge"). The Pledge under the Pledge Agreement secures inter alia the Corporate Guarantee provided by the Corporate Debtor to the Financial Creditor vide the Deed of Guarantee.	Over 100% (one hundred per cent) of the equity share capital (being 25,15,49,920 equity shares) ("Pledged Shares") held by the Corporate Debtor in Reliance General Insurance Company Limited ("RGICL") The pledge mentioned was invoked by the Pledgee on 19th November 2019 in accordance with the provisions of the Pledge Agreement. Consequently, the Pledged Shares stand credited to the account of the Pledgee. The value of the Pledged Shares exceeds the claims of the parties secured by the Pledge under the Pledge Agreement."	Reliance Home Finance Limited Reliance MediaWorks Financial Services Private Limited Reliance Commercial Finance Limited Reliance Home Finance Limited	3,18,45,00,000 3,70,72,00,000 2,00,00,00,000 81,55,00,000	100284783 100284783	400 650 200 400
3	Credit Suisse	A first ranking pari passu charge (with certain specific creditors including CS Singapore in respect of another facility) ("Pledge")	Over 100% (one hundred per cent) of the equity share capital (being 25,15,49,920 equity shares) ("Pledged Shares") held by the Corporate Debtor in Reliance General Insurance Company Limited ("RGICL") The pledge mentioned was invoked by the Pledgee on 19th November 2019 in accordance with the provisions of the Pledge Agreement. Consequently, the Pledged Shares stand credited to the account of the Pledgee. The value of the Pledged Shares exceeds the claims of the parties secured by the Pledge under the Pledge Agreement."	Reliance Interactive Advisors Private Limited	8,50,00,00,000		850
4	ACRE Trust-108	A) For Loan 1 (655.45 Cr) First Pari-Passu charge on all present and future book debts, receivables, bills, claims and loan assets of the Corporate Debtor. B) For Loan 2 (35.33 Cr) Charge over all the rights, title, interest, benefits, claims, demands and entitlement whatsoever of the Corporate Debtor save and except the Excluded Assets.	Pari passu first charge on all present and future book debts, receivables, bills, claims and loan assets of the Company A pari-passu first charge on all present and future book debts and business receivables of Borrower and more particularly mentioned under Deed of Hypothecation entered into between Reliance Capital Limited and Housing Development Finance Corporation Limited dated June 24, 2019	N.A.	N.A.	100129970 100276910	650
5	ACRE Trust-116	First Pari-Passu hypothecation charge on receivable from the investment (Non-Group Debenture and bonds) held by RCASL (Security Provider) for the Credit facilities availed by RCAP	N.A.				
6	Mazson Builders & Developers Pvt Ltd	Pari passu charge on all present and future book debts, investments and Business Receivables of Reliance Capital Limited in terms of the Facility Agreement (as per the Facility Agreement Business Receivables shall mean and include the current assets of Reliance Capital Limited) and in terms of the Facility Agreement dated 21st June 2019. In addition thereto, charge over proceeds from sale of 5% shares of Reliance Nippon Asset Management Company (now known as Nippon Life India Asset Management Ltd.) ("RNAS Shares") created in terms of the group level understanding between SP Group and RCAP Group.	Form filing in process				75

*The security in relation to this claim is in dispute and sub judice in Bombay High Court (Com Suit (L) No. 7144 of 2020)



Limited review report on unaudited quarterly & half yearly standalone financial results of Reliance Capital Limited under Regulation 33 and Regulation 52 read with Regulation 63(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**To
The Administrator (appointed under Section 45-IE of RBI Act) of
Reliance Capital Limited**

Introduction

1. We have reviewed the accompanying Statement of unaudited standalone financial results of Reliance Capital Limited ("the Company") for the quarter and half year ended September 30, 2024 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 and Regulation 52 read with Regulation 63(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended.
2. The Reserve Bank of India ("RBI") vide its letter and press release dated November 29, 2021 ("RBI Order") issued under Section 45-IE(1) of the Reserve Bank of India Act, 1934, superseded the Board of Directors of the Company and appointed an Administrator to run the Company. Subsequently, in accordance with the order dated December 06, 2021 passed by the National Company Law Tribunal (Mumbai Bench) ("NCLT Order"), the application for commencement of Corporate Insolvency Resolution Process ("CIRP") of the Company under the Insolvency and Bankruptcy Code, 2016 ("IBC") was admitted. The Administrator had filed an application before the NCLT for the approval of resolution plan submitted by IndusInd International Holdings Ltd. ("IIHL") which was approved by the NCLT on February 27, 2024 ("the Approved Resolution Plan"). IIHL had filed an application with the NCLT for seeking an extension of 90 days from May 27, 2024, for the implementation of the Approved Resolution Plan and vide Order dated July 23, 2024, the NCLT has partly allowed the said application. On July 30, 2024, IIHL has filed another Interlocutory Application inter alia seeking modification of the July 23, 2024 order passed by Hon'ble NCLT in order to seek certain directions for implementation of the Approved Resolution Plan. The said matter is presently sub-judice.
3. The above unaudited standalone financial results of the Company for the quarter ended September 30, 2024 have been taken on record by the Administrator while discharging the powers of the Board of Directors of the Company which were conferred by the RBI Order and in accordance with the NCLT Order. For the said purpose, as explained in Note no. 3 to the Statement, the Administrator has relied solely upon the assistance provided by the existing staff and present key management personnel ("KMPs") and has assumed, without any further assessment, that information and data provided by the existing staff and present KMPs are in the conformity with Companies Act 2013 and other applicable laws and regulations with respect to the preparation of the Statement.

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4. This Statement has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 and Regulation 52 read with Regulation 63(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Our responsibility is to issue a report on the Statement based on our review.

Scope of the Review

5. Our responsibility is to issue a report on the Statement based on our review in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Basis for Qualified Conclusion

6. We draw attention to Note no. 4 to the Statement which explains that the amount of the claims including claims on account of corporate guarantees invoked, admitted or to be admitted by the Administrator may differ from the amount reflecting in the books of account of the Company. Pending implementation of Approved Resolution Plan, no adjustments have been made in the books for the differential amounts, if any, in the claims admitted as on the date of the financial results as compared to the liabilities reflected in the books of account of the Company.
7. We draw attention to Note no. 7 to the Statement which explains that in view of the ongoing CIRP, the Company has provided for interest expense on financial liabilities which may be applicable on the financial debt only upto December 06, 2021. Accordingly, interest expense amounting to Rs. 40,746 lakhs for the quarter and Rs. 79,797 Lakhs for the half year ended September 30, 2024 has not been recognised. Had such interest been recognised, the loss before tax for the quarter and half year ended September 30, 2024 would have been higher by Rs. 40,746 lakhs and Rs. 79,797 Lakhs respectively.

Qualified Conclusion

8. Based on our review conducted and procedures as stated in paragraph 5 above read with paragraph 3 and with the exception of the matters described in paragraphs 6 and 7 above, nothing has come to our attention that causes us to believe that the accompanying

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Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Ind AS and other accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of Regulation 33 and Regulation 52 read with Regulation 63(2) of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Material uncertainty related to going concern

9. We draw attention to Note no. 2 to the Statement which explains that the Company has been admitted under the CIRP process effective December 06, 2021 and as stipulated under Section 20 of the IBC, it is incumbent upon the Administrator to manage the operations of the Company as a going concern. The Administrator has filed an application before the NCLT for approval of resolution plan submitted by IIHL which was approved by the NCLT on February 27, 2024. IIHL had filed an application with the NCLT for seeking an extension of 90 days from May 27, 2024, for the implementation of the Approved Resolution Plan and vide Order dated July 23, 2024, the NCLT has partly allowed the said application. On July 30, 2024, IIHL has filed another Interlocutory Application inter alia seeking modification of the July 23, 2024 order passed by Hon'ble NCLT in order to seek certain directions for implementation of the Approved Resolution Plan. The said matter is presently sub-judice. Accordingly, the financial results for the quarter ended September 30, 2024 have been prepared on going concern basis.

However, the Company has defaulted in repayment of the obligations to the lenders and debenture holders which is outstanding, has incurred losses during the period as well as during the previous periods, has reported negative net worth as at September 30, 2024 and previous periods and as described in Note No. 5 to the Statement, the asset cover for listed secured non-convertible debentures of the Company has fallen below one hundred percent, which indicates that material uncertainty exists, that may cast significant doubt on the Company's ability to continue as a going concern.

Our conclusion on the Statement is not modified in respect of this matter.

Emphasis of matter

10. We draw attention to Note no. 8 of the Statement which refers to the valuation of all assets held by the Company and subsequent measurement of impairment loss under Ind AS 36, if any, on implementation of Approved Resolution Plan.

Our conclusion on the Statement is not modified in respect of the matter described above.

Other matter

11. The review of standalone unaudited quarterly financial results for the quarter ended June 30, 2024 included in the Statement was carried out and reported by Gokhale & Sathe, Chartered Accountants who have expressed qualified conclusion vide their review report

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dated August 09, 2024, whose review report has been furnished to us and which has been relied upon by us for the purpose of our review of the Statement.

12. The review of standalone unaudited quarterly and year-to-date financial results for the period ended September 30, 2023 and audit of standalone financial results for the year ended March 31, 2024 included in the Statement was carried out and reported by Gokhale & Sathe, Chartered Accountants who have expressed qualified conclusion vide their review report dated November 08, 2023 and qualified opinion vide their audit report dated May 30, 2024, respectively, whose reports have been furnished to us and which have been relied upon by us for the purpose of our review of the Statement.

Our conclusion is not modified in respect of these matters.

For G. D. Apte & Co.,
Chartered Accountants
Firm Registration. No.100515W



Mayuresh V Zele
Partner
Membership No. 150027
UDIN : 24150027BKGDNT5085
Place : Mumbai
Date : November 14, 2024



Quarterly Certificate on Statement of Information on Security Cover and compliance with covenants of listed non-convertible debt securities as on September 30, 2024 pursuant to Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as amended from time to time.

To,
**The Administrator (appointed under Section 45-IE of RBI Act) of
Reliance Capital Ltd.**

1. Introduction

This certificate is issued in terms of our audit engagement with Reliance Capital Ltd ("the Company") as statutory auditors pursuant to the above and as required by Regulation 15(1)(t) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended for the purpose of its onward submission to Debenture Trustees and the Stock Exchanges including compliance with all the covenants, in respect of listed non-convertible debt securities as on September 30, 2024, issued by the Company, with the unaudited books of accounts and relevant documents/records maintained by the Company at its Corporate Office.

The Reserve Bank of India ("RBI") vide its letter and press release dated November 29, 2021 ("RBI Order") issued under Section 45-IE(1) of the Reserve Bank of India Act, 1934, superseded the Board of Directors of the Company and appointed an Administrator to run the Company. Subsequently, in accordance with the order dated December 06, 2021 passed by the National Company Law Tribunal (Mumbai Bench) ("NCLT Order"), the application for commencement of Corporate Insolvency Resolution Process ("CIRP") of the Company under the Insolvency and Bankruptcy Code, 2016 ("IBC") was admitted. The Administrator had filed an application before the NCLT for the approval of resolution plan submitted by IndusInd International Holdings Ltd. ("IIHL") which was approved by the NCLT on February 27, 2024 ("the Approved Resolution Plan"). IIHL had filed an application with the NCLT for seeking an extension of 90 days from May 27, 2024, for the implementation of the Approved Resolution Plan and vide Order dated July 23, 2024, the NCLT has partly allowed the said application. On July 30, 2024, IIHL has filed another Interlocutory Application inter alia seeking modification of the July 23, 2024 order passed by Hon'ble NCLT in order to seek certain directions for implementation of the Approved Resolution Plan. The said matter is presently sub-judice.

2. Management's and Administrator's Responsibility

The Management of the Company and the Administrator is responsible for ensuring the Company's compliance with the covenants/terms of the issue of listed non-convertible debt securities and guidelines mentioned in the Regulations.

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The Management of the Company and the Administrator is also responsible for ensuring maintenance of adequate security cover in respect of all listed non-convertible debt securities. This responsibility also includes:

- a. Preparation and maintenance of proper accounting and other records as per the external and internal requirements;
- b. Design, implementation and maintenance of adequate internal procedures / systems / processes / controls relevant to the creation and maintenance of the aforesaid records;
- c. Providing all relevant and accurate information to SEBI, Debenture Trustee and Stock Exchanges;
- d. Compliance with all the covenants of the offer document/Information Memorandum and/or Debenture Trust Deed for all listed / unlisted NCD's.

Further, this responsibility includes ensuring that the relevant records and statements provided to us for our examination are complete and accurate.

3. Auditor's Responsibility

Our responsibility is to provide a limited assurance based on our examination of the relevant records provided by the Company and to report in the 'Conclusion' paragraph below.

A limited assurance engagement includes performing procedures to address the certifying requirements mentioned above. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance and consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

For the purpose of this certificate, we have planned and performed the following procedures to determine whether anything has come to our attention that causes us to believe that the Company has not complied with the covenants of the Debenture Trust Deed and/ or with the requirements of the Regulations:

- a. Obtained list of securities/collateral/properties/assets pledged as a security against the outstanding listed NCD as on September 30, 2024.
- b. Reviewed the management computations for Security Cover with the unaudited financial statements as on September 30, 2024.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC)-1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Service Engagements.

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Pune: GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune – 411 038,
Phone: +91 20 6680 7200; Email: audit@gdaca.com.



4. Conclusion

Based on the examination of the financial information and explanations given to us and undertaking by the management of the Company and the Administrator, we report that -

- a. The security cover maintained by the company against the outstanding listed NCDs is less than 100%.
- b. The Debenture Trustees have recalled all the NCDs and have submitted claims to the Administrator under the requirements of CIRP and therefore the entire amount of NCDs are considered as overdue. As a result, we do not comment on the compliance by the Company with the covenants of the Debenture Trust Deeds.

5. Restriction on use

This Certificate has been issued at the specific request of the Company pursuant to the requirements of the Regulations. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to which it is shown or into whose hands it may come without our prior consent in writing.

We have no responsibility to update this certificate for events and circumstances occurring after September 30, 2024.

For G. D. Apte & Co.
Chartered Accountants
Firm Regn. No. 100515W



Mayuresh V Zele
Partner
Membership No. 150027



UDIN: 24150027BKGDNV4669

Place: Mumbai
Date: November 14, 2024

Sr. No.	Particulars	Quarter ended			Half year	Year ended
		30-Sep-24	30-Jun-24	30-Sep-23	30-Sep-24	31-Mar-24
		Unaudited	Unaudited	Unaudited	Unaudited	Audited
(I)	Income					
a	Revenue from operations					
	Interest income	91 360	89 131	80 649	1 80 491	3 28 718
	Dividend income	3 448	4 385	3 711	7 833	11 659
	Premium income	5 28 924	4 49 946	4 86 884	9 78 870	17 29 358
	Fees and commission income	31 676	26 591	24 750	58 267	1 02 738
	Net gain (Loss) on fair value changes	79 038	81 491	43 227	1 60 529	2 52 056
	Other operating income	(155)	162	37	7	212
	Total Revenue from operations	7 34 291	6 51 706	6 39 258	13 85 997	24 24 741
b	Other Income	1 208	1 376	2 621	2 584	19 626
	Total Income (a + b)	7 35 499	6 53 082	6 41 879	13 88 581	24 44 367
(II)	Expenses					
	Finance cost	1 348	1 272	798	2 620	3 879
	Net loss/(Gain) on Fair Value changes (Net)	-	-	-	-	-
	Fees and commission expenses	52 371	55 834	45 022	1 08 205	2 01 821
	Impairment on financial instruments	(358)	204	55 767	(154)	54 137
	Employee benefits expenses	37 824	42 417	42 250	80 241	1 68 478
	Depreciation, amortisation and impairment	3 019	2 965	2 693	5 984	11 434
	Claims incurred (net)	2 46 841	2 02 997	2 20 888	4 49 838	8 61 548
	Premium paid on reinsurance ceded	1 84 344	1 53 272	1 61 628	3 37 616	5 05 890
	Change in valuation of liability in respect of life policies	1 16 472	1 09 604	78 750	2 26 076	4 48 720
	Other expenses	54 852	52 345	60 057	1 07 197	1 40 714
	Total Expenses	6 96 713	6 20 910	6 67 853	13 17 623	23 96 621
(III)	Profit / (Loss) before exceptional items, [share of net profits / (losses) of investments accounted for using equity method] and tax (I - II)	38 786	32 172	(25 974)	70 958	47 746
(IV)	Share of net profits/(losses) of associates accounted for using equity method	474	(49)	334	425	955
(V)	Profit/(Loss) before exceptional items and tax (III + IV)	39 260	32 123	(25 640)	71 383	48 701
(VI)	Exceptional items	-	-	-	-	-
(VII)	Profit/(Loss) before tax [V + VI]	39 260	32 123	(25 640)	71 383	48 701
	Tax expense					
	- Current Tax (including earlier year tax)	10 150	2 971	3 606	13 121	12 196
	- Deferred Tax	(1 783)	1 991	(5 314)	208	(7 660)
(VIII)	Total tax expense	8 367	4 962	(1 708)	13 329	4 536
(IX)	Net Profit/(Loss) for the period/year (VII - VIII)	30 893	27 161	(23 932)	58 054	44 165
(X)	Other comprehensive income					
A	(i) Items that will not be reclassified to profit or loss	(206)	23	(2 939)	(183)	(181)
	Subtotal (A)	(206)	23	(2 939)	(183)	(181)
B	(i) Items that will be reclassified to profit or loss	19 468	3 776	(5 004)	23 244	28 074
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
	(iii) Other comprehensive income attributable to Participating Policyholders of Insurance business	4 518	4 222	8 235	8 740	20 203
	Subtotal (B)	23 986	7 998	3 231	31 984	48 277
	Other comprehensive income for the period/year (A + B)	23 780	8 021	292	31 801	48 096
(XI)	Total comprehensive income for the period/year (IX + X)	54 673	35 182	(23 640)	89 855	92 261
(XII)	Net Profit/(Loss) for the period/year attributable to:					
	- Owners	22 782	21 139	(26 270)	43 921	23 258
	- Non-controlling interests	8 108	6 022	2 329	14 130	20 907
(XIII)	Other comprehensive income attributable to:					
	- Owners	19 035	5 444	(1 693)	24 479	34 634
	- Non-controlling interests	4 744	2 577	1 986	7 321	13 462
(XIV)	Total comprehensive income attributable to:					
	- Owners	41 817	26 583	(27 963)	68 400	57 892
	- Non-controlling interests	12 852	8 599	4 315	21 454	34 369
(XV)	Earnings per equity share face value of Rs. 10 each fully paid-up (quarter and year months ended not annualised):					
	(a) Basic	12.30	10.82	(9.53)	23.12	17.59
	(b) Diluted	12.30	10.82	(9.53)	23.12	17.59
(XVI)	Paid-up Equity share capital	25324	25324	25324	25324	25324
(XVII)	Other equity					(11 38 062)



Reliance Capital Limited
Consolidated segment reporting for quarter and half year ended September 30, 2024

(₹ in lakh)

Sr. No.	Particulars	Quarter ended			Half year ended		Year ended
		30-Sep-24	30-Jun-24	30-Sep-23	30-Sep-24	30-Sep-23	31-Mar-24
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Segment revenue						
a	Finance and investments	1 076	886	12 874	1 962	32 553	21 856
b	General insurance	4 76 113	4 12 344	4 22 619	8 88 457	7 76 656	14 48 360
c	Life insurance	2 54 192	2 37 697	1 99 863	4 91 889	4 21 919	9 55 496
d	Others	4 435	3 096	6 976	7 531	13 206	21 884
	Total	7 35 816	6 54 023	6 42 332	13 89 839	12 44 334	24 47 596
	Inter-segment revenue	(317)	(941)	(453)	(1,258)	(2 371)	(3 229)
	Total net segment income	7 35 499	6 53 082	6 41 879	13 88 581	12 41 963	24 44 367
2	Segment results						
a	Finance and investments	577	(697)	(43 712)	(120)	(22 098)	(35 856)
b	General insurance	20 363	20 561	12 896	40,924	30 283	51 063
c	Life insurance	17 623	12 524	4 228	30,147	9 380	31 892
d	Others	696	(265)	948	431	1 223	1 603
	Total segment profit / (loss) before tax	39 259	32 123	(25 640)	71,382	18 788	48 702
	Unallocated expenses	-	-	-	-	-	-
	Profit / (Loss) before tax	39 259	32 123	(25 640)	71 382	18 788	48 702
3	Segment assets						
a	Finance and investments	7 04 721	7 03 979	7 18 465	7 04 721	7 18 465	7 05 106
b	General insurance	34 60 940	32 57 330	29 42 095	34 60 940	29 42 095	30 17 935
c	Life insurance	40 37 370	38 96 683	34 34 017	40 37 370	34 34 017	37 43 725
d	Others	65 728	68 138	72 437	65 728	72 437	64 946
e	Inter-segment elimination	(33 544)	(33 103)	(37 680)	(33 544)	(37 680)	(33 048)
	Total segment assets	82 35 215	78 93 027	71 29 334	82 35 215	71 29 334	74 98 663
4	Segment liabilities						
a	Finance and investments	24 03 208	24 02 929	24 03 166	24 03 208	24 03 166	24 03 263
b	General insurance	31 06 054	29 31 632	26 60 008	31 06 054	26 60 008	27 11 425
c	Life insurance	37 59 025	36 43 752	32 47 336	37 59 025	32 47 336	35 07 783
d	Others	55 086	58 089	62 572	55 086	62 572	54 647
e	Inter-segment elimination	(1 78 919)	(1 85 312)	(1 88 236)	(1 78 919)	(1 88 236)	(1 85 322)
	Total segment liabilities	91 44 454	88 51 090	81 84 846	91 44 454	81 84 846	84 91 795

Notes

1 Reliance Capital Limited ("Parent Company") is registered as Non-Banking Financial Company, Middle Layer Core Investment Company-Non-Deposit Taking Systemically Important (NBFC – CIC – NDSI) under Section 45-IA of Reserve Bank of India Act, 1934. The Financial results of the Company have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015, as amended and as prescribed under Section 133 of the Companies Act, 2013, and all activities are conducted within India. The Operating segments, as per the Ind AS 108 have been reported as under:

b. General Insurance - This includes the general and health insurance business.

c. Life Insurance - This includes the life insurance business.

d. Others - This includes other financial and allied services.

2 The Reserve Bank of India ("RBI") vide Press Release dated November 29, 2021 in exercise of the powers conferred under Section 45-IE (1) of the Reserve Bank of India Act, 1934 ("RBI Act"), superseded the Board of Directors of the Parent Company on November 29, 2021 and appointed Mr. Nageswara Rao Y, ex-Executive Director of Bank of Maharashtra as the Administrator of the Parent Company under Section 45-IE (2) of the RBI Act. Thereafter RBI vide press release dated November 30, 2021 in exercise of its powers conferred under Section 45-IE (5)(a) of RBI Act constituted a three-member advisory committee to assist the Administrator in the discharge of his duties. On December 02, 2021 the RBI filed the Petition before the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"/"Adjudicating Authority") under sub-Clause (i) of clause (a) of Rule 5 of the Insolvency and Bankruptcy (Insolvency and Liquidation Proceedings of Financial Service Providers and Application to Adjudication Authority) Rules, 2019 ("FSP Rules") to initiate Corporate Insolvency Resolution Process ("CIRP") against Parent Company read with Section 227 of Insolvency and Bankruptcy Code, 2016, read with the rules and regulations framed there under and amended from time to time (the "Code").

Further CIRP was initiated against the Parent Company under Section 227 read with clause (zk) of sub section (2) of section 239 of the Code and read with rules 5 and 6 of the FSP Rules by an order dated December 06, 2021 of the NCLT. The Adjudicating Authority vide the above order, appointed the Administrator to perform all the functions of a resolution professional to complete the CIRP of the Parent Company as required under the provisions of the Code and declared a moratorium.

The resolution plan submitted by IndusInd International Holdings Limited ("IIHL"), for acquisition of Reliance Capital Limited on a going concern basis was approved ("Approved Resolution Plan") by the Hon'ble NCLT by its order dated February 27, 2024 ("NCLT Approval Order").



A Monitoring Committee ("MC") has been constituted in terms of the Approved Resolution Plan to manage the operations of the Parent Company on a going concern basis and MC is the decision-making committee to do all such acts, deeds, matters and things which shall be required for implementation of the Approved Resolution Plan including but not limited to transfer of assets or investments as articulated in the Approved Resolution Plan.

A detailed summary highlighting the significant portions of the Approved Resolution Plan along with the NCLT Approval Order has been intimated to the stock exchanges where the securities of the Parent Company are listed, vide letter dated February 28, 2024 and the same is available on the website of the Parent Company and Stock Exchanges.

In terms of the Approved Resolution Plan, the securities of Parent Company including its equity shares will stand delisted from the stock exchanges in accordance with the NCLT Approval Order read with SEBI (Delisting of Equity Shares) Regulations, 2021. As per the Approved Resolution Plan, the liquidation value of the equity shareholder of Parent Company is NIL and hence, equity shareholders will not be entitled to receive any payment and no offer will be made to any shareholder of Parent Company. Upon implementation of the Approved Resolution Plan the entire existing share capital of Parent Company is proposed to be cancelled and extinguished for NIL consideration by virtue of the NCLT Approval Order such that IIHL and/or the Implementing Entity, and its nominees, are the only shareholders of Parent Company.

Further, IIHL has filed an application with Hon'ble NCLT for seeking an extension of 90 days from May 27, 2024, for the implementation of the Approved Resolution Plan. The Hon'ble NCLT, by and under its order dated July 23, 2024 partly allowed the said application. On July 30, 2024, IIHL has filed another Interlocutory Application being IA No. 3853 of 2024 inter alia seeking modification of the July 23, 2024 order passed by Hon'ble NCLT in order to seek certain directions for implementation of the Approved Resolution Plan. The said matter is presently sub-judice.

Accordingly, the statement for the quarter and half year ended September 30, 2024 has been prepared on going concern assumptions.

Pursuant to the directions of the Hon'ble NCLT contained in its order dated August 8, 2024 in afore referred I.A. No. 3853 of 2024, Aasia Enterprises LLP deposited an amount of Rs.250 crore in the onshore account as designated by COC and another sum of USD 298 million equivalent to Rs.2,500 crore was deposited by IIHL BFSI (India) Limited (Mauritius) in the offshore account as designated by COC.

As disclosed previously, the Parent Company was prohibited from making any payment to secured or unsecured creditors and to dispose of, alienate, encumber either directly or indirectly or otherwise part with the possession, of any assets except in the ordinary course of business such as payment of salary and statutory dues, vide (a) orders dated December 3, 2019 and December 5, 2019 passed by the Hon'ble Debts Recovery Tribunal; (b) orders dated November 20, 2019 and March 15, 2021 passed by the Hon'ble Delhi High Court; and, orders dated November 28, 2019, November 4, 2020, and March 5, 2021 passed by the Hon'ble Bombay High Court. The Administrator, on behalf of the Parent Company has obtained orders clarifying that the above-mentioned orders will not come in the way of the Parent Company's CIRP.

- 3 The Administrator has taken charge with effect from November 29, 2021, and has relied on information, data, and clarification provided by the existing Key Management Personnel ("KMP's") of the Parent Company for the purpose of the financial results. With respect to the financial statements for the quarter ended September 30, 2024, the Administrator has signed the same solely for the purpose of ensuring compliance by the Parent Company with applicable law, and in accordance with the provisions of the Companies Act, 2013, the Code, read with the relevant regulations and rules thereunder and subject to the following:
 - (i) The Administrator has taken charge with effect from November 29, 2021 and therefore was not in control of the operations or the management of the Parent Company prior to November 29, 2021;
 - (ii) The Administrator has furnished and signed the report in good faith and accordingly, no suit, prosecution or other legal proceeding shall lie against the Administrator in terms of Section 233 of the Code;
 - (iii) The Administrator, while signing this statement of financial results, has relied solely upon the assistance provided by the existing staff and present KMPs of the Parent Company in review of the financial results as well as the certifications, representations and statements made by the KMPs of the Parent Company, in relation to these financial results. The statement of financial results of the Parent Company for the quarter and half year ended September 30, 2024 have been taken on record by the Administrator solely on the basis of and on relying on the aforesaid certifications, representations and statements of the aforesaid existing staff and present KMPs. For all such information and data, the Administrator has assumed, without any further assessment, that such information and data are in the conformity with the Companies Act, 2013 and other applicable laws with respect to the preparation of the financial statements and that they give a true and fair view of the position of the Parent Company as of the dates and period indicated therein.
- 4 Pursuant to the admission and commencement of CIRP of the Parent Company under IBC with effect from December 06, 2021, there are various claims submitted by the operational creditors, the financial creditors, employees and other creditors. The overall obligations and liabilities including obligation for interest on loans and the principal rupee amount in respect of loans have been determined in terms of Approved Resolution Plan and shall be accounted upon implementation of Approved Resolution Plan. The above financial results are drawn on the basis of September 30, 2024 figures as per the books of accounts of the Parent Company.
- 5 The Listed Secured Non-Convertible Debentures of the Parent Company aggregating to Rs.14,82,728 lakh as on September 30, 2024 are secured by way of first pari-passu mortgage/charge on the Parent Company's immovable property and on present and future book debts, business receivables, investment property and other receivables of the Parent Company as specifically mentioned in the respective Trust Deeds. The asset cover has fallen below hundred percent of the outstanding debentures and the same will be dealt in terms of Approved Resolution Plan.
- 6 The Administrator of Reliance Capital Limited, duly appointed by the NCLT, is obligated to file application for avoidance transactions in accordance with section 25(2)(j) of the Code read with Regulation 35A of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 ("CIRP Regulations"). In furtherance of the aforesaid, the Administrator had appointed a transaction auditor, BDO India LLP ("BDO or Transaction Auditor"), to determine if the Parent Company has been subjected to transactions under sections 43, 45, 50 and 66 of the Code and submit a report on the same ("BDO Report"). Estimated impact on the Parent Company is INR 2,19,200 lakh as per the BDO report. On a review and in consideration of the findings of the Transaction Auditor, the Administrator has filed 8 applications before the NCLT under Section 60(5) and Section 66(2) of the Code read with the relevant CIRP Regulations in October 2022 seeking appropriate relief. The Parent Company has made requisite disclosures of the same under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The applications are pending before NCLT.
- 7 In view of ongoing CIRP, interest expense of Rs 40 746 lakh for quarter and Rs 79 797 lakh for half year ended September 30, 2024 has not been provided.



8 As per the provisions of the Code, the fair value and liquidation value of the assets of Reliance Capital Limited as on the insolvency commencement date is required to be determined in accordance with Regulation 27 read with Regulation 35 of the CIRP Regulations. The Administrator of Parent Company duly appointed by the NCLT, is obligated to appoint 2 registered valuers to determine such valuation and submit the report ("Valuation Report").

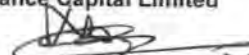
In furtherance thereof, the Administrator had appointed 2 registered valuers who have submitted their report. As per Ind AS 36- "Impairment of Assets", impairment testing of assets is to be conducted on an annual basis. Upon implementation of the Approved Resolution Plan, the Parent Company will consider carrying out a comprehensive review of all the assets including investments, other assets and intangible assets, liabilities and accordingly provide for impairment loss on assets and write back of liabilities, if any.

- 9 The Listed Secured Non-Convertible Market Linked Debentures of the subsidiary viz. Reliance Financial Limited aggregating to ₹ 500 lakh as on September 30, 2024 are secured by way of a first ranking pari-passu mortgage / charge over Reliance Financial Limited's immovable property and on the movable assets of Reliance Financial Limited as specifically mentioned in the respective Trust deeds and the asset cover thereof exceeds hundred per cent of the principal amount of the said debentures.
- 10 The Listed Secured Non-Convertible Debentures (Market Linked Debenture) of the subsidiary viz. Reliance Securities Limited (RSL) aggregating to ₹ 200 lakh as on September 30, 2024 secured by way of first ranking mortgage over RSL's immovable property and second charge on the present and future book debts and receivables hypothecated in favour to Banks towards working capital facility of RSL as specially mentioned in the Trust deed and the asset cover thereof exceeds hundred percent of the principal amount of the said debentures.
- 11 Subsidiaries of Parent Company namely Reliance Money Precious Metals Private Limited , Reliance Money Solutions Private Limited, Reliance Wealth Management Limited, Reliance Corporate Advisory Services Limited , Reliance Exchangenext Limited, Reliance Underwater Systems Private Limited , Reliance Health Insurance Limited, Quant Capital Private Limited, Reliance ARC SBI Maan Sarovar Trust and associate of Parent Company namely Reliance Asset Reconstruction Company Limited accounts for September 30, 2024 are certified by the management and are considered for consolidation as Going Concern.
- 12 The Securities and Exchange Board of India ("SEBI") in the matter of Reliance Home Finance Limited passed order / Direction / Communication dated 22nd August, 2024 bearing reference number WTM/AN/CFID/CFID_1/30660/2024-25 read with Corrigendum to the order dated 30th August, 2024 bearing reference number WTM/AN/CFID/CFID_1/30735/2024-25 (collectively "Orders"), inter alia alledging that Noticee No. 22 i.e. Reliance Exchangenext Limited (Rnext) had violated Regulations 3(b), (c), (d), and 4(1) of the PFUTP Regulations read with Section 12A(a), (b), (c) of the SEBI Act. A penalty of Rs. 2,500 lakh under Section 15-HA of the SEBI Act was imposed on Rnext. Further, Rnext was restrained from accessing the securities market and prohibited from buying, selling or otherwise dealing in securities, directly and / or indirectly, for a period of 5 years from the date of the Impugned Order. The Rnext has also received recovery certificate no.8266 of 2024 states that in case of non-payment of penalty on time 1% per month interest will be charged from August 2024 with recovery cost. Being aggrieved by the aforesaid Orders, Rnext has filed an appeal before the Hon'ble Securities Appellate Tribunal seeking quashing of the said Orders on the various grounds of fact and law more particularly mentioned in the said appeal. Rnext has also filed a Miscellaneous Application seeking interim reliefs including stay on the operation of the afore referred Orders on the grounds urged therein.
- 13 The figures for the quarter and half year ended September 30, 2024 of the Parent Company have been subjected to a "Limited Review" by Statutory Auditors of the Parent Company.
- 14 Previous period figures have been regrouped and rearranged wherever necessary.
- 15 Disclosure(s) under Regulation 52 and 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circular no SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022 issued by SEBI are enclosed as Annexure A and Annexure B, respectively.
- 16 The above results were reviewed and approved by the Administrator on August 09, 2024 and has approved its release while discharging the powers of the Board of Directors of the Parent Company which were conferred upon him by the RBI order dated November 29, 2021 and acting as a member of the Monitoring Committee constituted pursuant to the Approved Resolution Plan. Please refer to note no. 4 above for the basis of the review and approval of the above results by the Administrator.
- 17 The Standalone financial results of the Parent Company for the quarter and half year ended September 30, 2024 are available on the Company's website (www.reliancecapital.co.in) and on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com).
Key standalone financial information is given below:

(₹ in lakh)

Particulars	Quarter ended			Half year ended		Year ended
	30-Sep-24	30-Jun-24	30-Sep-23	30-Sep-24	30-Sep-23	31-Mar-24
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
Total revenue	453	477	2 543	930	4 010	5 272
Profit/ (Loss) before tax	(652)	(863)	(44 230)	(1 515)	(23 178)	(23 273)
Profit / (Loss) after tax	(652)	(863)	(44 230)	(1 515)	(23 178)	(23 273)

for Reliance Capital Limited


Nageswara Rao Y
Administrator

The Administrator has been appointed by RBI under Section 45-IE (2) of the RBI Act and is currently acting as a member of the Monitoring Committee of Reliance Capital Limited constituted pursuant to the Order dated February 27, 2024 passed by the Hon'ble NCLT, Mumbai bench. The affairs, business and property of Reliance Capital Limited are being managed under the supervision of the Monitoring Committee without any personal liability. Correspondence Address : Administrator, Reliance Capital Limited, Trade World, B-Wing, 7th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai City MH 400 013 IN and for Correspondence Email Id :- rbi.administrator@relianceada.com

Mumbai, Nov 14, 2024

For future correspondences, you may reach out to the undersigned at the address/ contact details set out below:

- a. Correspondence Address : Administrator, Reliance Capital Limited, Trade World, B-Wing, 7th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai City MH 400 013 IN
- b. Contact No : 9844214021
- c. Email : rbi.administrator@relianceada.com/ rcap.administrator@relianceada.com



Reliance Capital Limited
Consolidated Balance Sheet as at September 30, 2024

(₹ in lakh)

Particulars	As at	As at
	30-Sep-24	31-Mar-24
	Unaudited	Audited
ASSETS		
Financial assets		
Cash and cash equivalents	69,687	78,827
Bank balance other than cash and cash equivalents	13,525	13,606
Derivative financial instruments	39,233	26,591
Receivables		
(I) Trade receivables	3,02,079	1,35,865
(II) Other receivables	1,072	1,087
Loans	69,730	67,395
Investments	60,64,422	56,68,755
Other financial assets	10,36,502	8,94,204
Total financial assets	75,96,250	68,86,330
Non-financial assets		
Inventories	12,066	2,857
Current tax assets (Net)	3,131	3,107
Deferred tax assets (Net)	11,563	17,635
Investment property	7,252	7,359
Property, plant and equipment	17,603	18,508
Capital work-in-progress	472	491
Intangible assets under development	2,490	1,937
Goodwill	4,95,146	4,95,146
Other intangible assets	9,435	10,344
Other non-financial assets	79,807	54,949
Total non-financial assets	6,38,965	6,12,333
Total assets	82,35,215	74,98,663
LIABILITIES AND EQUITY		
LIABILITIES		
Financial liabilities		
Derivative financial instruments	225	-
Payables		
(I) Trade payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	3,74,520	2,36,829
(II) Other payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	1,460	1,629
Debt securities	16,36,157	16,36,059
Borrowings (Other than debt securities)	1,15,843	1,15,843
Deposits	385	385
Subordinated liabilities	7,705	7,683
Other financial liabilities	67,88,162	62,32,196
Total financial liabilities	89,24,457	82,30,624
Non-financial liabilities		
Provisions	73,125	68,194
Other non-financial liabilities	1,46,872	1,92,977
Total non-financial liabilities	2,19,997	2,61,171
Total liabilities	91,44,454	84,91,795
EQUITY		
Equity share capital	25,324	25,324
Other equity	(10 75 691)	(11 38 062)
Equity attributable to owners of the Company	(10 50 367)	(11 12 738)
Non-controlling interests	1,41,128	1,19,606
Total equity	(9 09 239)	(9 93 132)
Total liabilities and equity	82,35,215	74,98,663



Sr. No.	Particulars	September 30, 2024	September 30, 2023
		Unaudited	Unaudited
A	Operating activities:		
	Profit/(Loss) before tax:	71 385	18 788
	Adjustments for:		
	Depreciation, amortisation and impairment	5 984	5 306
	Bad debts recovered and credit balance written-back	-	-
	Net Impairment on financial instruments and balances written-off	(154)	53 027
	Provision for gratuity / leave encashment	-	-
	(Profit) / loss on sale of property, plant and equipment's	(3)	3
	Interest income on loans and investments	(1 79 258)	(1 57 471)
	Interest income on bank deposit	(1 233)	(1 148)
	Dividend income on investments	(7 833)	(7 577)
	Share of net loss /(Profit) of associates accounted for using the equity method	(425)	(673)
	(Profit) / loss on sale of subsidiaries/associates (net)	-	-
	Net gain on fair value of investment	(1 60 529)	(1 37 471)
	Amortised brokerage on borrowings	-	63
	Discount on commercial paper	-	-
	Interest expenses	2 620	659
	Rent Income	4	10
	Operating profit before working capital changes	(2 69 443)	(2 26 484)
	Adjustments for (increase) / decrease in operating assets:		
	Interest received	872	788
	Interest paid	(3 660)	(1 660)
	Financial assets and non financial assets	(1 71 614)	(70 973)
	Adjustments for increase / (decrease) in operating liabilities:		
	Financial liabilities and non financial liabilities	6 78 510	4 82 268
		2 34 665	1 83 939
	Less : Income taxes paid (net of refunds)	12 448	7 825
	Net cash generated from operating activities	2 22 217	1 76 114
B	Investing activities:		
	Purchase of property, plant and equipment (including capital advances)	(5 342)	(5 071)
	Sale of property, plant and equipment	747	1 809
	Purchase of investments (net)	(2 34 713)	(1 61 392)
	Sale of subsidiaries/associates (net)	-	-
	Rent Received	(4)	(10)
	Dividend received	7 833	7 577
	Net cash used in investing activities	(2 31 479)	(1 57 087)
C	Financing activities:		
	Debt securities issued (repaid) (net)	98	(1 308)
	Borrowing other than debt securities issued (net)	22	(2 822)
	Net cash generated from / (used in) financing activities	120	(4 130)
	Net increase/(decrease) in cash and cash equivalents (A + B + C)	(9 142)	14 897
	Cash and cash equivalents at beginning of the period	78 827	69 479
	Cash and cash equivalents at end of the period	69 685	84 376

- The above statement of cash flows has been prepared under the indirect method as set out in Ind AS 7 'Statement of Cash Flows'.



Limited review report on unaudited quarterly & half yearly consolidated financial results of Reliance Capital Limited under Regulation 33 and Regulation 52 read with Regulation 63(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To

**The Administrator (appointed under Section 45-IE of RBI Act) of
Reliance Capital Limited.**

Introduction

1. We have reviewed the accompanying Statement of consolidated unaudited financial results of Reliance Capital Limited ("the Parent Company") and its subsidiaries, and its share of net profit / (loss) after tax and total comprehensive income/(loss) of its associates (the Parent Company, its subsidiaries and associates together referred to as "the Group") for the quarter and half year ended September 30, 2024 ("the Statement") attached herewith, being submitted by the Parent Company pursuant to the requirements of Regulation 33 and Regulation 52 read with Regulation 63(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").
2. The Reserve Bank of India ("RBI") vide its letter and press release dated November 29, 2021 ("RBI Order") issued under Section 45-IE(1) of the Reserve Bank of India Act, 1934, superseded the Board of Directors of the Parent Company and appointed an Administrator to run the Parent Company. Subsequently, in accordance with the order dated December 06, 2021 passed by the National Company Law Tribunal (Mumbai Bench) ("NCLT Order"), the application for commencement of Corporate Insolvency Resolution Process ("CIRP") of the Parent Company under the Insolvency and Bankruptcy Code, 2016 ("IBC") was admitted. The Administrator had filed an application before the NCLT for the approval of resolution plan submitted by IndusInd International Holdings Ltd. ("IIHL") which was approved by the NCLT on February 27, 2024 ("the Approved Resolution Plan"). IIHL had filed an application with the NCLT for seeking an extension of 90 days from May 27, 2024, for the implementation of the Approved Resolution Plan and vide Order dated July 23, 2024, the NCLT has partly allowed the said application. On July 30, 2024, IIHL has filed another Interlocutory Application inter alia seeking modification of the July 23, 2024 order passed by Hon'ble NCLT in order to seek certain directions for implementation of the Approved Resolution Plan. The said matter is presently sub-judice.
3. The above unaudited consolidated financial results of the Parent Company for the quarter and half year ended September 30, 2024 have been taken on record by the Administrator while discharging the powers of the Board of Directors of the Company which were conferred by the RBI Order and in accordance with the NCLT Order. For the said purpose, as explained in Note no. 3 to the Statement, the Administrator has relied solely upon the assistance provided by the existing staff and present key management personnel ("KMPs")

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and has assumed, without any further assessment, that information and data provided by the existing staff and present KMPs are in the conformity with Companies Act 2013 and other applicable laws and regulations with respect to the preparation of the Statement.

4. This Statement has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 and Regulation 52 read with Regulation 63(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Scope of the review

5. Our responsibility is to issue a report on the Statement based on our review. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
6. This Statement includes the results of the entities as stated in Annexure I.

Basis for qualified conclusion

7. We draw attention to Note no. 4 to the Statement which explains that the amount of the claims including claims on account of corporate guarantees invoked, admitted or to be admitted by the Administrator may differ from the amount reflecting in the books of account of the Parent Company. Pending implementation of Approved Resolution Plan, no adjustments have been made in the books for the differential amounts, if any, in the claims admitted as on the date of the financial results as compared to the liabilities reflected in the books of account of the Parent Company.
8. We draw attention to Note no. 7 to the Statement which explains that in view of the ongoing CIRP, the Parent Company has provided for interest expense on financial liabilities which may be applicable on the financial debt only upto December 06, 2021. Accordingly, interest expense amounting to Rs. 40,746 lakhs for the quarter and Rs. 79,797 Lakhs for the half year ended September 30, 2024 has not been recognised. Had such interest been

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recognised, the loss before tax for the quarter and half year ended September 30, 2024 would have been higher by Rs. 40,746 lakhs and Rs. 79,797 Lakhs respectively.

Qualified conclusion

9. Based on our review conducted and procedures as stated in paragraph 5 above read with paragraph 3, the consideration of the limited review reports of auditors of entities referred to in paragraph 12 & 13 below and with the exception of the matters described in paragraphs 7 and 8 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Ind AS and other accounting principles generally accepted in India or state whether the Statement has not disclosed the information required to be disclosed in terms of Regulation 33 and Regulation 52 of the Listing Regulation including the manner in which it is to be disclosed, or that it contains any material misstatement.

Material uncertainty related to going concern

10. We draw attention to Note no. 2 of the Statement which explains that the Parent Company has been admitted under the CIRP process effective December 06, 2021 and as stipulated under Section 20 of the IBC, it is incumbent upon the Administrator to manage the operations of the Parent Company as a going concern. The Administrator has filed an application before the NCLT for approval of resolution plan submitted by IIHL which was approved by the NCLT on February 27, 2024. IIHL had filed an application with the NCLT for seeking an extension of 90 days from May 27, 2024, for the implementation of the Approved Resolution Plan and vide Order dated July 23, 2024, the NCLT has partly allowed the said application. On July 30, 2024, IIHL has filed another Interlocutory Application inter alia seeking modification of the July 23, 2024 order passed by Hon'ble NCLT in order to seek certain directions for implementation of the Approved Resolution Plan. The said matter is presently sub-judice. Accordingly, the financial results for the quarter and half year ended September 30, 2024 have been prepared on going concern basis.

However, the Parent Company has defaulted in repayment of the obligations to the lenders and debenture holders which is outstanding, has incurred losses during the period as well as during the previous periods, has reported negative net worth as at September 30, 2024 and previous periods, the asset cover for listed secured non-convertible debentures of the Parent Company has fallen below one hundred percent as described in Note no. 5 to the Statement, which indicates that material uncertainty exists, that may cast significant doubt on the Parent Company's ability to continue as a going concern.

Our conclusion on the Statement is not modified in respect of this matter.

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Emphasis of matter

11. We draw attention to Note no. 8 of the Statement which refers to the valuation of all assets held by the Parent Company and subsequent measurement of impairment loss under Ind AS 36, if any, on Implementation of Approved Resolution Plan.

Our conclusion on the Statement is not modified in respect of the matter described above.

Other Matters

12. The statutory auditors of one of the subsidiary companies, Reliance Nippon Life Insurance Company Limited ("RNLICL"), have included the following Other Matter paragraph in their review report:

"The actuarial valuation of liabilities for life policies in force and policies where premium is discontinued is the responsibility of the RNLICL's Appointed Actuary (the "Appointed Actuary"). The actuarial valuation of these liabilities as at September 30, 2024 has been duly certified by the Appointed Actuary and in his opinion, the assumptions for such valuation are in accordance with generally accepted actuarial principal and practice requirements of the Insurance Act, regulations notified by IRDAI and Actuarial Practice Standard issued by the Institute of Actuaries of India in concurrence with the IRDAI. We have relied upon the appointed Actuary's Certificate in this regard. Our conclusion is not modified in respect of this matter."

13. The statutory auditors of one of the subsidiary companies, Reliance General Insurance Company Limited ("RGICL"), a subsidiary of the Parent Company, have included the following Other Matter paragraph in their review report:

"The actuarial valuation of liabilities for Incurred but Not Reported (IBNR) and Incurred but Not Enough Reported (IBNER) and Premium Deficiency Reserve (PDR) policies in force is the responsibility of the RGICL's Appointed Actuary (the "Appointed Actuary"). The actuarial valuation of liabilities for policies in force as on September 30, 2024 has been duly certified by the Appointed Actuary. We relied on the Actuary's Certificate. Our conclusion is not modified in respect of this matter."

14. We did not review the financial information of 4 subsidiary companies included in the consolidated unaudited financial results, whose financial information reflects (before consolidation adjustments) total revenues of Rs. 13,885.21 crores, net profit after tax of Rs. 589.86 crores and total comprehensive income of Rs. 908.02 crores respectively for the half year ended September 30, 2024, as considered in the consolidated unaudited financial results. These have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far it relates to amounts and disclosures included in respect of these subsidiaries and associates, is solely based on the reports of the other auditors and the procedures performed by us.

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15. The Statement includes financial information of 11 subsidiaries which have not been reviewed by their auditors, whose financial information reflects total revenues of Rs. 3.88 crores, net profit after tax of Rs. 1.57 crores and total comprehensive income of Rs. 1.57 crores respectively for the half year ended September 30, 2024, as considered in the consolidated unaudited financial results. The consolidated unaudited financial results also include the Group's share of net profit after tax of Rs. 11.02 crores, total comprehensive income of Rs. 11.02 crores for the half year ended September 30, 2024, as considered in the consolidated unaudited financial results, in respect of 2 associates, the financial information of which has been reviewed by their auditors. This unaudited financial information have been furnished to us by the management and our conclusion on the Statement in so far it relates to the amounts and disclosures included in respect of these subsidiaries and associates is based solely on such unaudited financial information. In our opinion and according to the information and explanation given to us by the management, these subsidiaries and associates are not material to the Group.
16. The review of standalone unaudited quarterly financial results for the quarter ended June 30, 2024 included in the Statement was carried out and reported by Gokhale & Sathe, Chartered Accountants who have expressed qualified conclusion vide their review report dated August 09, 2024, whose review report has been furnished to us and which has been relied upon by us for the purpose of our review of the Statement.
17. The review of standalone unaudited quarterly and year-to-date financial results for the period ended September 30, 2023 and audit of standalone financial results for the year ended March 31, 2024 included in the Statement was carried out and reported by Gokhale & Sathe, Chartered Accountants who have expressed qualified conclusion vide their review report dated November 08, 2023 and qualified opinion vide their audit report dated May 30, 2024 respectively, whose reports have been furnished to us and which have been relied upon by us for the purpose of our review of the Statement.

Our conclusion on the Statement is not modified in respect of matters stated in paragraphs 12 to 17.

For G. D. Apte & Co.,
Chartered Accountants
Firm Registration. No.100515W


Mayuresh V Zele
Partner
Membership No. 150027
UDIN : 24150027BKGDNU9743
Place : Mumbai
Date : November 14, 2024



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Annexure I: List of entities included in the consolidated unaudited financial results of Reliance Capital Ltd.

A. Subsidiaries (Including step-down subsidiaries)

Sr. No.	Name of the Company
1	Reliance Capital Pension Fund Limited
2	Reliance General Insurance Company Limited
3	Reliance Nippon Life Insurance Company Limited
4	Reliance ARC-SBI Mansarovar Trust
5	Reliance Health Insurance Limited
6	Reliance Securities Limited
7	Reliance Wealth Management Limited
8	Reliance Exchangenext Limited
9	Reliance Corporate Advisory Services Limited
10	Quant Capital Private Limited
11	Quant Broking Private Limited (Subsidiary of Subsidiary Company)
12	Quant Securities Private Limited (Subsidiary of Subsidiary Company)
13	Quant Investment Services Private Limited (Subsidiary of Subsidiary Company)
14	Reliance Commodities Limited
15	Reliance Financial Limited
16	Reliance Money Precious Metals Private Limited
17	Reliance Money Services Private Limited
18	Reliance Underwater Systems Private Limited

B. Associates

Sr. No.	Name of the Company
1	Ammolite Holding Limited
2	Reliance Asset Reconstruction Company Limited

