

December 25, 2014

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

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

Dear Sir,

Sub: Proposed Preferential Allotment of Equity Shares to Sumitomo Mitsui Trust Bank, Limited

Further to our letter dated December 24, 2014, we wish to inform you that the Board of Directors (the "Board") of the Company at its meeting held today i.e. December 25, 2014, has approved a proposal to issue and allot 70,00,000 Equity Shares of face value of Rs.10 each at a premium, at Rs.530 per share, aggregating to Rs.371 crore to Sumitomo Mitsui Trust Bank, Limited (**SMTB**) (**Preferential Allotment**), subject to necessary permissions, sanctions, approvals and applicable SEBI Regulations and other provisions of law and which is subject to approval of the Members of the Company.

The Board has also proposed to conduct an Extraordinary General Meeting of the Members of the Company on Friday, January 23, 2015 to consider the Preferential Allotment of Equity Shares under Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations") and Section 62 and Section 42 of the Companies Act, 2013 and Rules made there under and other applicable provisions of the law.


The "Relevant Date" for the Preferential Allotment of Equity Shares in terms of Regulation 71 of the SEBI ICDR Regulations is December 24, 2014 and accordingly, the floor price in respect of the said Preferential Allotment, based on the pricing formula as prescribed under Regulation 76 of the SEBI ICDR Regulations, has been rounded off at Rs.530 per Equity Share.

We also enclose herewith the joint media release by the Company and SMTB for the above transaction for your information.

We request you the above notification be taken on record, and the same may be treated as compliance under applicable clause(s) of the Listing Agreement.

Thanking you.

Yours faithfully,
For Reliance Capital Limited



V. R. Mohan
President & Company Secretary

Encl: as above.



MEDIA RELEASE

**SUMITOMO MITSUI TRUST BANK OF JAPAN AND RELIANCE CAPITAL
ANNOUNCE COMPREHENSIVE LONG TERM STRATEGIC ALLIANCE**

**SUMITOMO MITSUI TRUST GROUP IS JAPAN'S FOURTH LARGEST BANK GROUP
MANAGING ASSETS OF US\$ 682 BILLION
AND WITH ASSETS UNDER CUSTODY OF US\$ 1.8 TRILLION**

**SUMITOMO MITSUI TRUST BANK TO TAKE INITIAL 2.77% STAKE IN RELIANCE CAPITAL
AMOUNTING TO Rs. 371 CRORE (US\$ 58.4 MILLION)
THROUGH PREFERENTIAL ALLOTTMENT**

**INVESTMENT AT Rs. 530 PER SHARE REPRESENTING PREMIUM OF 11%
TO STOCK PRICE OF RELEVANT DATE OF RELIANCE CAPITAL**

**RELIANCE CAPITAL TO ESTABLISH NEW BANK IN INDIA
WITH SUPPORT OF SUMITOMO MITSUI TRUST BANK AS STRATEGIC PARTNER
AS AND WHEN RBI POLICY PERMITS**

**SUMITOMO MITSUI TRUST BANK AND RELIANCE CAPITAL
TO COLLABORATE ON PROVIDING SOLUTIONS FOR THEIR CLIENTS
INCLUDING INTER ALIA M&A OPPORTUNITIES IN INDIA AND JAPAN**

**RELIANCE CAPITAL TO SUPPORT CLIENTS OF SUMITOMO MITSUI TRUST BANK
IN THEIR SUPPLY CHAIN FINANCING AND ADVISORY NEEDS IN INDIA**

December 25, 2014, Mumbai/Tokyo: Sumitomo Mitsui Trust Bank, Limited of Japan and Reliance Capital Ltd., a part of Mr. Anil Ambani led Reliance Group, today announced signing of a comprehensive long term strategic alliance between the two companies.

Sumitomo Mitsui Trust Group is the fourth largest bank in Japan (in terms of market capitalization and corporate loans) and Japan's largest financial institution managing assets of US\$ 682 billion with assets under custody of US\$ 1.8 trillion as of September 2014.

As part of the agreement, Sumitomo Mitsui Trust Bank will be taking an initial 2.77 percent strategic stake in Reliance Capital amounting to Rs 371 crore (US\$ 58.4 million) through preferential allotment, with a lock-in period of one year. The investment is being made at Rs 530 per share representing a premium of over 11 percent to the stock price of relevant date of Reliance Capital.



"We whole-heartedly welcome Sumitomo Mitsui Trust as our strategic partner in Reliance Capital. We believe **Sumitomo Mitsui Trust will play an important role in the future of our Company, through their all-round support and long standing experience, and will help accelerate our growth** as we tap new opportunities and expand our existing businesses", said **Mr Anil Ambani, Chairman, Reliance Group**.

"We are very pleased to be **strategic alliance partners with Reliance Capital**, which is one of India's leading financial institutions. We are particularly **delighted to collaborate on a number of business initiatives that are proposed**, and thereby contribute toward the development of the Indian financial industry through our collaboration with Reliance Capital, which we believe will be a very successful one", said **Mr. Hitoshi Tsunekage, President, Sumitomo Mitsui Trust Bank, Limited**.

Reliance Capital intends to establish a new Bank in India, with support of Sumitomo Mitsui Trust Bank as strategic partner, as and when RBI's policies permit formation of the same.

Sumitomo Mitsui Trust Bank and Reliance Capital will collaborate in providing solutions for their clients, including inter alia in the area of M&A opportunities in India and Japan, and will assist each other in distribution of their respective financial products through their networks.

Reliance Capital will support clients of Sumitomo Mitsui Trust Bank in their supply chain financing and advisory needs in India.

Sumitomo Mitsui Trust Bank will support Reliance Group across its various listed group companies by providing wide range of financial and other services in Japan and Asia Pacific region.

Reliance Group is amongst India's leading business houses with over 200 million customers. The Group has a strong presence across a wide array of high growth consumer-facing businesses of financial services, telecom, energy, power, infrastructure and media and entertainment.



About Sumitomo Mitsui Trust Group

www.smtb.jp/tools/english

Sumitomo Mitsui Trust Group is a preeminent trust banking group in Japan founded in April 2011 as the largest trust bank group in Japan through the share exchange between Chuo Mitsui Trust Holdings, Inc and Sumitomo Trust and Banking Co, Ltd.

Established in 1925 - as the former Sumitomo Trust Company - Sumitomo Mitsui Trust Bank Limited forms the core of Sumitomo Mitsui Trust Group as a large scale trust bank in most of the business areas of trust banking industry.

Sumitomo Mitsui Trust Group has six primary business segments which include: Retail Financial Services Business, Wholesale Financial Services Business, Stock Transfer Agency Services Business, Real Estate Business, Fiduciary Services Business and Global Markets Business.

Sumitomo Mitsui Trust Group is **the leading trust bank group in Japan with balance of loans to corporate US\$157 billion (No.4 among Japanese bank groups), managing assets of US\$ 682 billion (No.1 among Japanese financial Institutions) and with assets under custody of US\$ 1.8 trillion (No.1 among Japanese financial Institutions) as of the end of September 30, 2014.**

As on September 30, 2014, Sumitomo Mitsui Trust Group had total Assets of US\$ 396 billion (JPY 43,413 billion), total advances at US\$ 223 billion (JPY 24,490 billion), and Net Assets of US\$ 23 billion (JPY 2,550 billion).

About Reliance Capital

www.reliancecapital.co.in

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

Reliance Group is amongst India's leading business houses with over 200 million customers. The Group has a strong presence across a wide array of high growth consumer-facing businesses of financial services, telecom, energy, power, infrastructure and media and entertainment.



Capital



SuMi TRUST
SUMITOMO MITSUI TRUST BANK

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

For Media Queries :

Reliance Capital:

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Sumitomo Mitsui Trust Group :

IR department

ir@smth.jp

December 25th, 2014

To whom it may concern

Sumitomo Mitsui Trust Bank, Limited

Investment in Reliance Capital Limited, India

Sumitomo Mitsui Trust Bank, Limited (President: Mr. Hitoshi Tsunekage; hereinafter "SMTB") is hereby pleased to announce that it agreed with Reliance Capital Limited (CEO: Mr. Sam Ghosh; hereinafter "RCL"), a member company of Reliance Group, one of the most influential conglomerates in India, to invest in RCL.

1. Background of the Investment

India is expected to continue to enjoy high economic growth in the long run, backed by an emerging middle class.

Reliance Group is an Indian conglomerate which consists of top class companies in a wide range of industries, such as financial services, telecommunication, infrastructure, electric power, etc. SMTB plans to explore profit opportunities and provide financial solutions to its customers in Indian markets through a business alliance with the Reliance Group.

SMTB's investment in RCL, a leading company with a high reputation and performance in the financial industry, aims at making various deals with Reliance Group companies, developing supply chain finance businesses available for Japanese companies, arranging cross-border M&A between India and Japan, and promoting the distribution of SMTB group's financial products through RCL's network. SMTB also aims at achieving profits from the potential growth of Indian markets.

RCL plans to establish a bank in India with the support of SMTB as the strategic partner.

2. Details of the Investment

SMTB is planning to acquire 7 million shares of RCL stock through a Preferential Allotment (approximately 2.77 percents of the RCL stock after the preferential allotment, approximately 3,710 million rupees, approximately 7,060 million yen), provided that all necessary procedures at RCL and the Indian authorities are completed prior to the investment.

End.

(1) Outline of Reliance Group

Name	Reliance Group (Reliance ADA Group)
Management	Chairman: Mr. Anil Dhirubhai Ambani
Major Subsidiaries	Reliance Capital Limited (Listed: Finance) Reliance Communications Limited (Listed: Telecommunication) Reliance Infrastructure Limited (Listed: Engineering, Energy and Infrastructure) Reliance Power Limited (Listed: Electric Power) Reliance BIG Entertainment Limited (Unlisted: Entertainment and media)

(2) Outline of Reliance Capital Limited

Name	Reliance Capital Limited
Details of Business	Financial services (Commercial Finance, Asset Management, Life Insurance, General Insurance, Private Equity, Securities Broking, distribution of Financial Products, etc.)
Location of H.O.	Navi Mumbai, Maharashtra, India
Date of Establishment	1986
Capital	2.44 Billion Rupees (Approx. 4.2 Billion Yen)
Total Assets	455.2 Billion Rupees (Approx. 781.6 Billion Yen)
Employees	18,508
Shares Outstanding	245.63 Millions
Management	Chairman: Mr. Anil Dhirubhai Ambani Vice Chairman: Mr. Amitabh Jhunjhunwala CEO: Mr. Sam Ghosh
Stock Exchange Listing	National Stock Exchange and Mumbai Stock Exchange
Composition of Shareholders	Reliance Group: 54%, Public: 46%
Major Subsidiaries and Associates	Reliance Home Finance Limited (Commercial Finance) Reliance Life Insurance Company Limited (Life Insurance) Reliance General Insurance Company Limited (General Insurance) Reliance Capital Asset Management Limited (Asset Management) Reliance Securities Limited (Securities Broking) Reliance Money Express Limited (Money Transfer)

Note: as of the end of March, 2014, INR1=1.717JPY