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Reliance Capital Limited  
Reliance Centre  
19, Walchand Hirachand Marg  
Ballard Estate  
Mumbai - 400 001

Tel.: +91 22 3032 7000  
Fax: +91 22 3032 7202  
www.reliancecapital.co.in

January 10, 2009

Mr. Paul M. Dudek  
Securities and Exchange Commission  
Division of Corporate Finance  
Office of International Corporate Finance  
100 F Street, NE  
Washington, DC 20549  
USA

**SUPPL**

Dear Mr. Dudek

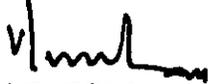
We have submitted a letters to the Stock Exchanges in India, where our securities are listed, in terms of the exchange listing agreement as detailed below, a copy whereof is enclosed for information and records:

Sl.no.	Document	Regulation	Filed with
1.	Distribution of shareholding for the quarter ended December 31, 2008	Clause 35 of the listing agreement	BSE & NSE
2.	Corporate Governance report for the quarter ended December 31, 2008	Clause 49 of the listing agreement	BSE & NSE
3.	Free Float Indices for the quarter ended December 31, 2008	BSE requirement	BSE

(BSE) - Bombay Stock Exchange Limited  
(NSE) - National Stock Exchange of India Limited

Thanking you.

Yours faithfully  
for **RELIANCE CAPITAL LIMITED**

  
**V. R. MOHAN**  
**COMPANY SECRETARY & MANAGER**

Encls: a/a

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January 9, 2009

Mr. Naresh Pandya  
DCS - CRD  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

The Manager  
Listing Department  
The National Stock Exchange of India  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block  
Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051

BSE Scrip Code: 500111

NSE Scrip Symbol: RELCAPITAL

BS

Dear Sir,

**Sub. : Compliance under Clause 35 of the Listing Agreement**

In terms of clause 35 of the Listing agreement, we enclose herewith the statement of shareholding pattern of the Company for the quarter ended December 31, 2008.

Kindly acknowledge receipt.

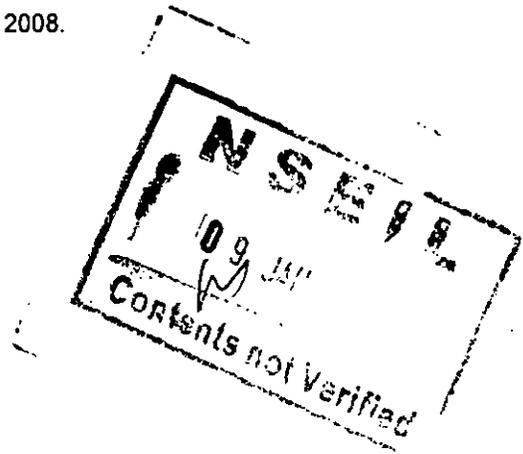
Thanking you.

Yours faithfully,  
for RELIANCE CAPITAL LIMITED



V. R. MOHAN  
COMPANY SECRETARY & MANAGER

Encl: a/a



**I(a) STATEMENT SHOWING SHAREHOLDING PATTERN**

Name of the Company: **RELIANCE CAPITAL LIMITED**

BSE - Scrip Code : 500111

NSE Scrip Symbol: RELCAPITAL

As on : December 31, 2008

Category Code	Category of Shareholder	No of Shareholders	Total No of Shares	Number of shares held in dematerialised Form	Total Shareholding as percentage of total number of shares	
					As a percentage of (A+B)	As a percentage of (A+B+C)
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>					
<b>(1)</b>	<b>Indian</b>					
(a)	Individuals/Hindu Undivided Family	12	11 65 983	11 65 978	0.48	0.47
(b)	Central Government/State Governments	-	-	-	-	-
(c)	Bodies Corporate	6	13 02 16 291	13 02 16 289	53.37	53.01
(d)	Financial Institutions/Banks	-	-	-	-	-
(e)	Any Other (Specify)	-	-	-	-	-
	<b>Sub -Total (A)(1)</b>	<b>18</b>	<b>13 13 82 274</b>	<b>13 13 82 267</b>	<b>53.85</b>	<b>53.49</b>
<b>(2)</b>	<b>Foreign</b>					
(a)	Individuals(Non-Resident Individuals/Foreign Individuals)	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-
(c)	Institutions	-	-	-	-	-
(d)	Any Other (Specify)	-	-	-	-	-
	<b>Sub -Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>18</b>	<b>13 13 82 274</b>	<b>13 13 82 267</b>	<b>53.85</b>	<b>53.49</b>
<b>(B)</b>	<b>Public Shareholding</b>					
<b>(1)</b>	<b>Institutions</b>					
(a)	Mutual Funds /UTI	226	15 05 003	14 37 621	0.62	0.61
(b)	Financial Institutions/Banks	351	1 74 140	1 57 483	0.07	0.07
(c)	Central Government/State Governments	52	52 971	2 812	0.02	0.02
(d)	Venture Capital Funds	-	-	-	-	-
(e)	Insurance Companies	16	68 18 116	68 17 936	2.79	2.78
(f)	Foreign Institutional Investors	533	5 90 88 691	5 90 82 627	24.22	24.06
(g)	Foreign Venture Capital Investors	-	-	-	-	-
(h)	Any Other (Specify)	-	-	-	-	-
	<b>Sub -Total (B)(1)</b>	<b>1 178</b>	<b>6 76 38 921</b>	<b>6 74 98 479</b>	<b>27.72</b>	<b>27.54</b>
<b>(2)</b>	<b>Non-Institutions</b>					
(a)	Bodies Corporate	7 091	82 60 021	81 76 526	3.39	3.36
(b)	i. Individual shareholders holding nominal sharecapital up to Rs.1Lakh.	13 38 620	3 20 88 058	2 55 89 457	13.15	13.06
	ii. Individual shareholders holding nominal sharecapital in excess of Rs.1Lakh.	58	34 78 012	34 55 512	1.43	1.42
(c)	Any Other (Specify)	-	-	-	-	-
	i NRIs/OCBs	16 419	11 43 093	8 51 111	0.47	0.47
	<b>Sub -Total (B)(2)</b>	<b>13 62 188</b>	<b>4 49 69 184</b>	<b>3 80 72 606</b>	<b>18.43</b>	<b>18.31</b>
	<b>Total Public Shareholding B=(B)(1)+(B)(2)</b>	<b>13 63 366</b>	<b>11 26 08 105</b>	<b>10 55 71 085</b>	<b>46.15</b>	<b>45.84</b>
	<b>TOTAL (A) +(B)</b>	<b>13 63 384</b>	<b>24 39 90 379</b>	<b>23 69 53 352</b>	<b>100.00</b>	<b>99.33</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>	<b>1</b>	<b>16 42 421</b>	<b>16 42 421</b>	<b>-</b>	<b>0.67</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>13 63 385</b>	<b>24 56 32 800</b>	<b>23 85 95 773</b>	<b>100.00</b>	<b>100.00</b>



l(b) Statement showing shareholding of persons belonging to the category "Promoter and Promoter

Sr No	Name of the shareholder	No of shares	Shares as a percentage of total number of shares{i.e.,Grand Total (A)+(B)+(C) indicated in statement at para(l)(a) above}
1	AAA Enterprises Private Limited	12 63 89 839	51.45
1	Sonata Investments Limited	32 50 000	1.32
2	Reliance Innoventures Private Limited	5 76 450	0.23
3	Kokila D. Ambani	5 45 126	0.22
4	Anil D. Ambani	2 73 891	0.11
5	Tina A Ambani	2 63 474	0.11
6	Jaianmol A. Ambani	83 487	0.03
7	Jaianshul A. Ambani	5	0.00
8	Hansdhvani Trading Company Pvt Ltd	2	0.00
<b>TOTAL</b>		<b>13 13 82 274</b>	<b>53.49</b>



**l(c) Statement showing shareholding of persons belonging to the category "Public" and holding more than 1% of the total number of shares**

<b>Sr No</b>	<b>Name of the shareholder</b>	<b>No of shares</b>	<b>Shares as a percentage of total number of shares(i.e.,Grand Total (A)+(B)+(C) indicated in statement at para(l)(a) above)</b>
1	Quantum (M) Limited	1 04 20 439	4.24
2	Janus Overseas Fund.	94 59 552	3.85
3	J.P. Morgan	71 34 154	2.90
4	Life Insurance Corporation of India	63 67 554	2.59
5	International Growth Portfolio	31 22 857	1.27
6	Janus Adviser International Growth Fund	28 51 288	1.16
7	Vanguard	26 56 976	1.08
	<b>TOTAL</b>	<b>4 20 12 820</b>	<b>17.10</b>



(d) Statement showing details of locked -in shares

Sr No	Name of the shareholder	Category of Shareholders (Promoters/Public)	No of locked-in shares	Locked-in shares as a percentage of total number of shares(i.e.,Grand Total (A)+(B)+(C) indicated in statement at para(l)(a) above)
1	Nil	-	0	0.00
	<b>TOTAL</b>		<b>0</b>	<b>0.00</b>



II(a) **Statement showing details of Depository Receipts (DRs)**

Sr No	Type of outstanding DR (ADRs,GDRs, SDRs,etc.)	Number of outstanding DRs	No of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares(i.e.,Grand Total (A)+(B)+(C) indicated in statement at para(I)(a) above)
1	GDRs	16 42 421	16 42 421	0.67
<b>TOTAL</b>			<b>16 42 421</b>	<b>0.67</b>



II(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares

Sr No	Name of the DR Holder	Type of outstanding DR (ADRs,GRDs, SDRs,etc.)	No of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares{i.e.,Grand Total (A)+(B)+(C) indicated in statement at para(I)(a) above}
1	Nil		-	-
TOTAL			-	-



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January 9, 2009

**Mr. Naresh Pandya**  
**DCS - CRD**  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**The Manager**  
**Listing Department**  
**The National Stock Exchange of India**  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block  
Bandra Kurta Complex, Bandra (E)  
Mumbai - 400 051

**BSE Scrip Code: 500111**

**NSE Scrip Symbol: RELCAPITAL**

Dear Sir,

**Sub: Quarterly Compliance Report on Corporate Governance for the quarter ended December 31, 2008 under Clause 49 of the Listing Agreement**

In terms of clause 49 of the listing agreement, we are attaching current compliance status on Corporate Governance for the quarter ended December 31, 2008.

Kindly acknowledge receipt.

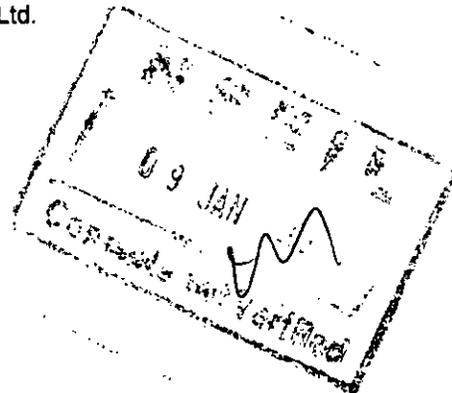
Thanking you.

Yours faithfully,  
For **RELIANCE CAPITAL LIMITED**

  
**V. R. MOHAN**  
**COMPANY SECRETARY & MANAGER**

c.c: The Secretary, National Securities Depository Limited  
The Secretary, Central Depository Services (India) Ltd.

Encl: as above



**Report on Corporate Governance for the quarter ended December 31, 2008**

Particulars	Clause of Listing Agreement	Compliance status (Yes/No/N.A.)	Remarks
1	2	3	4
<b>I. Board of Directors</b>	49 1	YES	
(A) Composition of Board	49 (IA)	YES	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	YES	
(C) Other provisions as to Board and Committees	49 (IC)	YES	
(D) Code of Conduct	49 (ID)	YES	
<b>II. Audit Committee</b>	49 (II)	YES	
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee	49 (IIB)	YES	
(C) Powers of Audit Committee	49 (IIC)	YES	
(D) Role of Audit Committee	49 II(D)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
<b>III. Subsidiary Companies</b>	49 (III)	YES	
<b>IV. Disclosures</b>	49 (IV)	YES	
(A) Basis of related party transactions	49 (IV A)	YES	
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	
(C) Board Disclosures	49 (IV C)	YES	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	YES	
(E) Remuneration of Directors	49 (IV E)	YES	
(F) Management	49 (IV F)	YES	
(G) Shareholders	49 (IV G)	YES	
<b>V. CEO/CFO Certification</b>	49 (V)	YES	Annual certification for 2008-2009, will be duly complied with.
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES	Report for the financial year ended March 31, 2009 will be complied in the 23 <sup>rd</sup> Annual report 2008-09.
<b>VII. Compliance</b>	49 (VII)	YES	

For RELIANCE CAPITAL LIMITED



**V. R. MOHAN**  
**COMPANY SECRETARY & MANAGER**

**Reliance Capital Limited**  
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January 9, 2009

**The Secretary**  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**BSE Scrip Code : 500111**

Dear Sir,

**Ref: Free Float Indices**

**Sub: Shareholding pattern as on December 31, 2008**

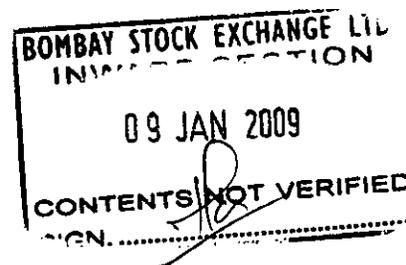
Enclosed please find the details of the Shareholding pattern of our Company as on December 31, 2008 in the prescribed forms, viz. Form 'A', Form 'B' and Form 'C'.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,  
For **RELIANCE CAPITAL LIMITED**

  
**V. R. MOHAN**  
**COMPANY SECRETARY & MANAGER**



Encl.: a/a

## SHAREHOLDING PATTERN SUMMARY FOR FREE-FLOAT

Name of the Company : RELIANCE CAPITAL LIMITED

		Scrip Code - 500111	Quarter Ended	31-Dec-08
Category Code	Category	No. of Shares Held	% of Shareholding	
<b>I</b>	<b>CONTROLLING/STRATEGIC HOLDINGS</b>			
<b>A</b>	<b>BASED IN INDIA</b>			
1	Indian Individuals/HUFs & Relatives	11 65 983		0.47
2	Indian Corporate Bodies/ Trusts/ Partnerships	12 69 66 291		51.69
3	Persons Acting in Concert (also include Suppliers/ Customers)	32 50 000		1.32
4	Other Directors & Relatives (other than in 1 above)	0		0.00
5	Employee Welfare Trusts/ESOPs (already converted into shares but locked in)	0		0.00
6	Banks/Financial Institutions	0		0.00
7	Central/ State Govt.	0		0.00
8	Central/ State Govt. Institutions	0		0.00
9	Venture Funds/ Private Equity Funds	0		0.00
	<b>Sub Total A</b>	<b>13 13 82 274</b>		<b>53.49</b>
<b>B</b>	<b>BASED OVERSEAS</b>			
10	Foreign Individuals (including FDI)	0		0.00
11	Foreign Corporate Bodies (including FDI)	0		0.00
12	Non Resident Indians (Individuals)	0		0.00
13	Non Resident Indian Corporate Bodies	0		0.00
	<b>Sub Total B</b>	<b>0</b>		<b>0.00</b>
<b>C</b>	<b>GDRs/ADRs/ ADSs</b>		0	0.00
	<b>Sub Total C</b>	<b>0</b>		<b>0.00</b>
<b>D</b>	<b>OTHERS (Please specify here)</b>		0	0.00
	<b>Sub Total D</b>	<b>0</b>		<b>0.00</b>
<b>E</b>	<b>ANY OTHER SHARES LOCKED-IN (except covered above)</b>		0	0.00
	<b>Sub Total E</b>	<b>0</b>		<b>0.00</b>
	<b>Sub Total I</b>	<b>13 13 82 274</b>		<b>53.49</b>

....contd

II	FREE FLOAT	No.of Shares Held	% of Shareholding
<b>A</b>	<b>BASED IN INDIA</b>		
1	Indian Individuals/HUFs	3 55 54 696	14.47
2	Indian Corporate Bodies/Trusts/Partnerships	82 60 021	3.36
3	Independent Directors & Relatives	8500	0.00
4	Present Employees	2874	0.00
5	Banks/Financial Institutions	174140	0.07
6	Central/State Govt.	52971	0.02
7	Central/ State Govt. Institutions	0	0.00
8	Insurance Companies	6818116	2.78
9	Mutual Funds	1505003	0.61
10	Venture Funds/ Private Equity Funds	0	0.00
11	Customers	0	0.00
12	Suppliers	0	0.00
	<b>Sub Total A</b>	<b>5 23 76 321</b>	<b>21.32</b>
<b>B</b>	<b>BASED OVERSEAS</b>		
13	Foreign Individuals	0	0.00
14	Foreign Corporate Bodies	13 929	0.01
15	Foreign Institutional Investors (SEBI-registered)	5 90 88 691	24.06
16	Non Resident Indians (Individuals)	11 29 164	0.46
17	Non Resident Indian Corporate Bodies	0	0.00
	<b>Sub Total B</b>	<b>6 02 31 784</b>	<b>24.52</b>
<b>C</b>	<b>GDRs/ADRs/ADSs</b>	<b>1642421</b>	<b>0.67</b>
	<b>Sub Total C</b>	<b>1642421</b>	<b>0.67</b>
<b>D</b>	<b>OTHERS (Please specify here)</b>	<b>0</b>	<b>0.00</b>
	<b>Sub Total D</b>	<b>0</b>	<b>0.00</b>
	<b>Sub Total II</b>	<b>11 42 50 526</b>	<b>46.51</b>
	<b>Grand Total</b>	<b>24 56 32 800</b>	<b>100.00</b>
<b>BROAD SUMMARY OF HOLDINGS</b>		<b>No.of Shares Held</b>	<b>% of Shareholding</b>
Total Controlling/ Strategic Holdings		13 13 82 274	53.49
Total Free-float		11 42 50 526	46.51
<b>Grand Total</b>		<b>24 56 32 800</b>	<b>100.00</b>
<b>SUMMARY OF DOMESTIC/FOREIGN HOLDINGS</b>		<b>No.of Shares Held</b>	<b>% of Shareholding</b>
Total Domestic Holding		18 37 58 595	74.81
Total Foreign Holding		6 18 74 205	25.19
<b>Grand Total</b>		<b>24 56 32 800</b>	<b>100.00</b>

**CONTROLLING/STRATEGIC HOLDERS**  
(Include every single holder and list them Categorywise)

**Name of the Company : RELIANCE CAPITAL LIMITED**

Name of the Company : RELIANCE CAPITAL LIMITED			
	<b>Scrip Code</b>	<b>500111</b>	<b>Quarter Ended</b>
			<b>31-Dec-08</b>
SI.No.	<b>Holders Name</b>	<b>No.of Shares Held</b>	<b>% of Shareholding</b>
			<b>Category Code</b>
1	AAA Enterprises Private Limited	12 63 89 839	51.45
2	Sonata Investments Limited	32 50 000	1.32
3	Reliance Innoventures Private Limited	5 76 450	0.23
4	Kokila D. Ambani	5 45 126	0.22
5	Anil D. Ambani	2 73 891	0.11
6	Tina A Ambani	2 63 474	0.11
8	Jaianmol A. Ambani	83 487	0.03
9	Jaianshul A. Ambani	5	0.00
10	Hansdhvani Trading Company Private Limited	2	0.00
	<b>Total</b>	<b>13 13 82 274</b>	<b>53.49</b>

*Handwritten signature*

**FREE-FLOAT HOLDERS  
DISCLOSE ONLY HOLDINGS OF 1% & ABOVE  
(List holders Categorywise)**

Name of the Company : RELIANCE CAPITAL LIMITED					
	Scrip Code	500111	Quarter Ended	31-Dec-08	
Sl.No.	Holders Name	No.of Shares Held	% of Shareholding	Category Code	Relationship, if any with anyone in I
1	Janus Overseas Fund.	1 23 10 880	5.01	II-B-15	NIL
2	Quantum (M) Limited	1 04 20 439	4.24	II-B-15	NIL
3	J.P. Morgan	71 34 154	2.90	II-B-15	NIL
4	Life Insurance Corporation Of India	63 67 554	2.59	II-A-08	NIL
5	International Growth Portfolio	31 22 857	1.27	II-B-15	NIL
6	Vanguard	26 56 976	1.08	II-B-15	NIL
	<b>Total</b>	<b>4 20 12 860</b>	<b>17.10</b>		

*Amu*

**END**