

RELIGARE BROKING LIMITED

Registered Office: 2nd Floor, P-14, 45/90, P-Block, Connaught Place, New Delhi 110001

CIN: U65999DL2016PLC314319

E-mail: companysec.broking@religare.com **Website:** religareonline.com

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the members of **Religare Broking Limited** will be held on **Wednesday, June 23, 2021** at **5th Floor, Salcon Rasvilas, Saket District Centre, New Delhi-110017** at **11:00 A.M.** at shorter notice.

SPECIAL BUSINESS:

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, consent of the of shareholders of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 1,81,00,00,000 (Rupees One Hundred and Eighty One Crores) divided into 18,10,00,000 (Eighteen Crores and Ten Lakh) Equity Shares of Rs. 10/- each to Rs. 256,00,00,000/- (Rupees Two Hundred and Fifty Six Crores) divided into 25,60,00,000 (Twenty Five Crores and Sixty Lakh) Equity Shares of Rs. 10/- each by creation of additional 7,50,00,000 (Seven Crores and Fifty Lakh) Equity Shares of Rs. 10/- each ranking pari-passu in all respects with the existing Equity Shares of the Company.

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and 64 and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the shareholders of the Company, be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

"V. The Share Capital of the Company is Rs. 256,00,00,000/- (Rupees Two Hundred and Fifty Six Crores) divided into 25,60,00,000 (Twenty Five Crores and Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each."

RESOLVED FURTHER THAT Mr. Nitin Aggarwal, Director & CEO, Mr. Gurpreet Singh Sidana, Whole-time Director and Mr. Vikas Sethi, Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, NCT of Delhi and Haryana and to do or cause to do such other acts, deeds things and execute all such documents, undertakings as may be considered necessary in connection with or incidental to the above."

2. ALTERATION OF OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactments thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana to



append following sub clause (7) after sub clause (6) of clause III (A) of the Memorandum of Association of the Company:

(7) "To carry on, provide and act as registrar to an issue, registrar and securities transfer agent, computer data management and recordkeeping agent technical and management consultants, portfolio management, corporate counselling, investment counselling."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign, execute and file all such forms, papers and documents with the Registrar of Companies, NCT of Delhi & Haryana and with other Statutory Authorities, as may be required and to do all such acts, deeds, things and matters including appointing attorney(s) or authorized representative(s), as may be considered necessary or expedient, to give effect to this Resolution."

Place: Delhi

Date: June 17, 2021

By order of the Board of Directors
For **Religare Broking Limited**




Vikas Sethi
Company Secretary
ACS 17411

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PROXY FORM IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROVIDED A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The relevant explanatory statement pursuant to Section 102 of Companies Act, 2013 relating to the special business to be transacted at the Meeting is attached hereto.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
4. Members / Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Copy of this Notice along-with all relevant documents referred in notice including Memorandum and Articles of Association of the Company, the Register of Directors and Key Managerial Personnel and their shareholding maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013, are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of Extra-ordinary General Meeting and will also be available for inspection at the meeting.
7. Since the meeting is being called on shorter notice, format of giving consent is also enclosed.
8. A route map to reach the venue of the Extra-ordinary General Meeting including prominent land mark for easy location is enclosed.

Place: Delhi
Date: June 17, 2021

By order of the Board of Directors
For **Religare Broking Limited**



Vikas Sethi
Vikas Sethi
Company Secretary
ACS 17411

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the business mentioned in the accompanying notice.

ITEM NO. 01

Members are apprised that in view of the future expansion plans and capital requirements of the Company, the Board of Directors of the Company at their meeting held on June 17, 2021 have accorded their approval for increasing the Authorized Share Capital of the Company from Rs. 181,00,00,000/- (Rupees One Hundred and Eighty One Crores) to Rs. 256,00,00,000/- (Rupees Two Hundred and Fifty Six Crores).

Accordingly, it is proposed to substitute Clause V of the Memorandum of Association of the Company with the following clause.

"V. The Share Capital of the Company is Rs. 256,00,00,000/- (Rupees Two Hundred and Fifty Six Crores) divided into 25,60,00,000 (Twenty Five Crores and Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each."

The Board of Directors of the Company at their meeting held on June 17, 2021 considered and approved the proposal for the increase in Authorized Share Capital of the Company and alteration of Memorandum of Association of the Company subject to approval of shareholders.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financial or otherwise in the proposed resolution except to the extent of their shareholding in the company in the capacity as nominee shareholders of Religare Enterprise Limited, if any..

The Board recommends the resolution set forth in Item No. 01 for the approval of Shareholders by way of ordinary resolution.

ITEM NO. 02

Members are apprised that the Company intends to enter into the business of carrying on the activities as a registrar to an issue and share transfer agent. Accordingly, it is proposed to alter the main objects of the Company contained in the Memorandum of Association (MOA) of the Company to include objects in relation to acting as a registrar to an issue and share transfer agent.

The said alteration would however be subject to the approval of Registrar of Companies (ROC), NCT of Delhi and Haryana.

Members are further informed that the Board in its meeting held on June 17, 2021 has accorded its approval for the said alteration subject to the approval of shareholders of the Company.

A copy of the revised draft of Memorandum of Association is enclosed with this notice.

As the change in the objects of the Company requires the approval of Shareholders by way of Special Resolution pursuant to Section 13 of the Companies Act, 2013, the Board therefore, recommends the above Resolution for your approval.



None of the Directors and Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in the passing of above Resolution, except to the extent of their shareholding, in the capacity as nominee shareholders of Religare Enterprise Limited, if any.

The Board recommends the Special Resolution set forth in Item No. 02 of the Notice for approval of the members.

Place: Delhi
Date: June 17, 2021

By order of the Board of Directors
For **Religare Broking Limited**




Vikas Sethi
Company Secretary
ACS/17411

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U65999DL2016PLC314319

Name of the Company: Religare Broking Limited

Registered office: 2nd Floor, P-14, 45/90, P-Block, Connaught Place, New Delhi 110001

Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:

I/We, being the member (s) ofshares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on Wednesday, 23rd day of June, 2021 at 11:00 A.M. at 5th Floor, Salcon Rasvilas, Saket District Centre, New Delhi-110017 and at any adjournment thereof in respect of such resolutions as are indicated in Notice.

Signed this..... day of..... 2021

Signature of shareholder

Signature of Proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix Revenue Stamp



ATTENDANCE SHEET

Religare Broking Limited

Regd. Address: 2nd Floor, P-14, 45/90, P-Block, Connaught Place, New Delhi 110001

CIN - U65999DL2016PLC314319

Phone: +91-011-49871213; **Fax No. :** +91-011-49871189

Please fill attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional Slip at the venue of the meeting.

Name and address of the shareholder/Proxy: _____

Folio No.: _____ ID & Client ID*:-----

No. of Shares held: _____

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the company, to be held on Wednesday, 23rd day of June, 2021 at 11:00 A.M. at 5th Floor, Salcon Rasvilas, Saket District Centre, New Delhi-110017.

Signature of the Shareholder or Proxy** : _____

*Applicable for investors holding shares in electronic form.

**Strike out whichever is not applicable.



THE COMPANIES ACT 2013
Consent of Shareholder for shorter notice
[Pursuant to Section 101(1) of Companies Act, 2013]

To,
The Board of Directors
Religare Broking Limited
2nd Floor, P-14, 45/90, P-Block,
Connaught Place, New Delhi 110001

I/We, _____, having our registered office/R/o _____ holding _____ Equity Shares of Rs.10/- (Rupees Ten Only) each in the Company in our own name and through our nominees hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to convene the Extra-ordinary General Meeting of the Company at a shorter notice on Wednesday, 23rd day of June, 2021 at 11:00 A.M. at 5th Floor, Salcon Rasvilas, Saket District Centre, New Delhi-110017.

For _____

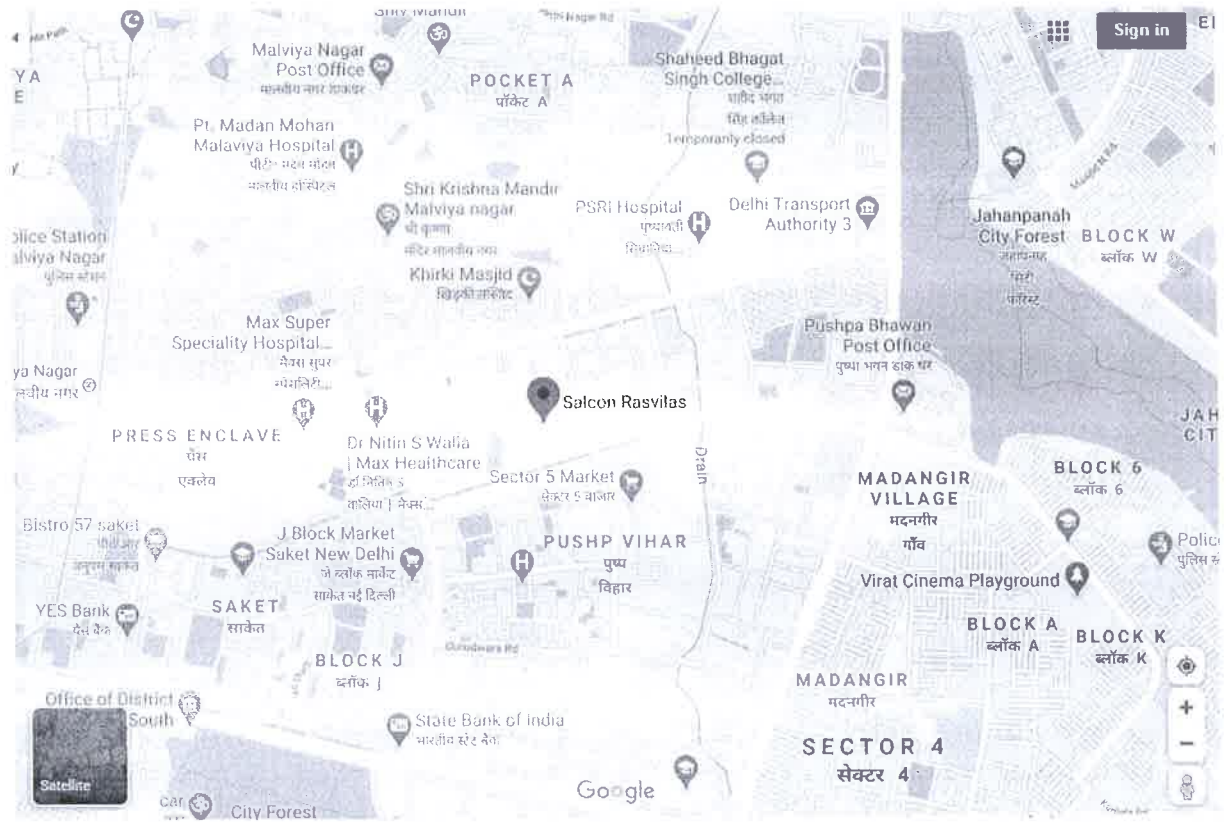
Authorised Signatory

Date:



Route Map

Venue: 5th Floor, Salcon Rasvilas, Saket District Centre, New Delhi -110017



Religare Broking Limited

CIN: U65999DL2016PLC314319

Corporate Office : Plot No. A-3/4/5, Prius Global, Sector-125, Noida-201 301 (U.P.), India, Phone: + 91-120-486 6666

Registered Office : 2nd Floor, P-14, 45/90, P-Block, Connaught Place, New Delhi 110001, Phone: + 91-011-49871213, Fax: + 91-011-49871189

www.religareonline.com