

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 **05th Annual General Meeting** of the Members of Religare Broking Limited (**the "Company"**) will be held on **Tuesday, 28th day of September, 2021 at 11:00 A.M. at 5th floor, Salcon Rasvilas, Saket District Centre, New Delhi-110017** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2021 including Balance Sheet as at March 31, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Dr. Rashmi Saluja (**DIN-01715298**), who retires from office by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:**3. Appointment of Mr. Malay Kumar Sinha as an Independent Director:**

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

"RESOLVED THAT pursuant to the provisions of Section 149 and Section 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules read with Schedule IV and circular(s) / notification(s) issued by Ministry of corporate affairs from time to time, Mr. Malay Kumar Sinha (**DIN: 08140223**), who was appointed as an Additional Director (Non-Executive and Independent) w.e.f November 26, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 & in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive and Independent) of the Company, not liable to retire by rotation for a period of five consecutive years w.e.f November 26, 2020."

RESOLVED FURTHER THAT Board of Directors / Company Secretary of the Company be and are hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

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

Place: New Delhi

Date: August 06, 2021

Sd/-
Vikas Sethi
Company Secretary
ACS 17411

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

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING IN THE PRESCRIBED FORMAT.**
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. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Annual Report for the financial year ended March 31, 2021 containing, inter-alia, the Directors' Report, the Auditors' Report and the Audited Financial Statements is enclosed.
9. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours and shall also be so available during the meeting.
10. Members desirous of seeking any information relating to the annexed Annual Audited Accounts of the Company for the financial year ended March 31, 2021, may write to the Company at 2nd Floor, A-3/4/5, Prius Global, Sector-125 Noida-201301 for the attention of Mr. Vikas Sethi, Company Secretary, at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
11. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed. The landmark of the venue of the meetings is Select City Walk, Saket. The Route map is enclosed with the notice and same has also been posted on the website of the Company.
12. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India, details in relation directors appointed / re-appointed are mentioned in the notice as **Annexure-A**.

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

13. Due to worldwide outbreak of COVID-19, consequent lockdown and continuing restrictions on movements of people imposed and social distancing guidelines issued by Government of India and respective State Governments till this date, members are advised to adhere to social distancing guidelines and wear the mask and take all other precautionary measures during the AGM.

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

Place: New Delhi
Date: August 06, 2021

Sd/-
Vikas Sethi
Company Secretary
ACS 17411

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013**ITEM NO.3****APPOINTMENT OF MR. MALAY KUMAR SINHA AS INDEPENDENT DIRECTOR**

The Board of Directors vide Resolution by Circulation dated November 26, 2020 approved appointment of Mr. Malay Kumar Sinha as Additional Director (Independent) for a period of five consecutive years from the above mentioned date, subject to approval of shareholders' at the ensuing Annual General Meeting of the Company. As per provisions of Section 161 of the Companies Act, 2013, he holds the office of director upto date of Annual General Meeting.

The Company is in receipt of notice as required under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Malay Kumar Sinha for the office of Director. The Company has also received all requisite disclosures and a declaration from him confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013. Also, in opinion of the Board, Mr. Malay Kumar Sinha fulfills the conditions specified in the Act relating to the appointment as Independent Director and is independent of management.

The Director proposed, if appointed, shall be appointed for a period of five years w.e.f November 26, 2020 and shall not be liable to retire by rotation under the provisions of Section 152 of the Companies Act, 2013.

Brief Profile of Mr. Malay Kumar Sinha is given below for the reference of members:

Mr. Malay Kumar Sinha has done his B.A. (Hons) and M.A. from Delhi University in Humanities and M. Phil from Madras University in Strategic Studies.

He started his career as an Executive in TISCO, Jamshedpur and in 1981 joined the Indian Police Service. After serving in UP Police and IB, MHA, in different capacities, both in India and abroad, he worked as Joint Secretary in the Ministry of External Affairs and finally as Secretary Security, Cabinet Secretariat, Rashtrapati Bhawan, from where he superannuated in September 2016.

He is an alumnus of FBI National Academy, Quantico, Virginia, USA and National Defence College, New Delhi. As Joint Secretary in the MEA he had led the evacuation of Indians in Bengazi area from the sea during the war in Libya in 2011. He has been a keen sportsperson and was Secretary of All India Police Sports Control Board for several years. He is a recipient of Police Medal for Meritorious Service and President's Police Medal for Distinguished Service.

None of the Directors and Key Managerial Personnel of the Company (except to the extent of Directorship or shareholding, if any) or their relatives except Mr. Malay Kumar Sinha are concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in **Item no. 3** for the approval of the members as **Ordinary Resolution**.

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

Place: New Delhi

Date: August 06, 2021

Sd/-
Vikas Sethi
Company Secretary
ACS 17411

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

Annexure-A
INFORMATION REQUIRED AS PER SECRETARIAL STANDARD-2

 ➤ **Name of the Director:** Dr. Rashmi Saluja

Age	47 years																															
Qualification	MBBS, MD & MBA (Finance)																															
Experience	More than 25 years																															
Terms and conditions of appointment	Non-Executive & Non-Independent																															
Relationship with Directors, manger and other KMP	No relation																															
Number of meetings attended during F.Y 2020-21	4																															
Shareholding in the Company	NIL																															
Last Remuneration paid	Not Applicable																															
Remuneration sought to be paid	Not Applicable																															
Date of First appointment on the Board	Appointed w.e.f March 26, 2020																															
Other Directorship	<ul style="list-style-type: none"> ▪ Religare Enterprises Limited ▪ Religare Finvest Limited ▪ Care Health Insurance Company Limited ▪ Religare Housing Development Finance Corporation Limited ▪ R & R Natural Resources Private Limited 																															
Membership/Chairmanship	<table border="1"> <thead> <tr> <th style="background-color: #cccccc;">Name of the Company</th> <th style="background-color: #cccccc;">Designation</th> <th style="background-color: #cccccc;">Committee</th> </tr> </thead> <tbody> <tr> <td rowspan="9">Religare Enterprises Limited</td> <td>Member</td> <td>Audit & Governance Committee</td> </tr> <tr> <td>Member</td> <td>Nomination & Remuneration Committee</td> </tr> <tr> <td>Member</td> <td>Stakeholders Relationship Committee</td> </tr> <tr> <td>Member</td> <td>Investment, Borrowing and Share Allotment Committee</td> </tr> <tr> <td>Member</td> <td>Risk Management Committee</td> </tr> <tr> <td>Chairperson</td> <td>Asset Liability Committee</td> </tr> <tr> <td>Member</td> <td>RPT Sub-Committee</td> </tr> <tr> <td>Member</td> <td>Corporate Social Responsibility Committee</td> </tr> <tr> <td>Member</td> <td>IT Strategy Committee</td> </tr> <tr> <td rowspan="3">Religare Finvest Limited</td> <td>Member</td> <td>Audit Committee</td> </tr> <tr> <td>Member</td> <td>Loan /Investment and Borrowing Committee</td> </tr> <tr> <td>Member</td> <td>Risk Management Committee</td> </tr> </tbody> </table>			Name of the Company	Designation	Committee	Religare Enterprises Limited	Member	Audit & Governance Committee	Member	Nomination & Remuneration Committee	Member	Stakeholders Relationship Committee	Member	Investment, Borrowing and Share Allotment Committee	Member	Risk Management Committee	Chairperson	Asset Liability Committee	Member	RPT Sub-Committee	Member	Corporate Social Responsibility Committee	Member	IT Strategy Committee	Religare Finvest Limited	Member	Audit Committee	Member	Loan /Investment and Borrowing Committee	Member	Risk Management Committee
Name of the Company	Designation	Committee																														
Religare Enterprises Limited	Member	Audit & Governance Committee																														
	Member	Nomination & Remuneration Committee																														
	Member	Stakeholders Relationship Committee																														
	Member	Investment, Borrowing and Share Allotment Committee																														
	Member	Risk Management Committee																														
	Chairperson	Asset Liability Committee																														
	Member	RPT Sub-Committee																														
	Member	Corporate Social Responsibility Committee																														
	Member	IT Strategy Committee																														
Religare Finvest Limited	Member	Audit Committee																														
	Member	Loan /Investment and Borrowing Committee																														
	Member	Risk Management Committee																														

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

		Member	Nomination and Remuneration Committee
		Member	Share Allotment Committee
		Member	Corporate Social Responsibility Committee
		Chairperson	Screening Committee for the identification of non-cooperative borrowers
		Chairperson	Review Committee for the identification of non-cooperative borrowers
		Member	IT Strategy Committee
	Care Health Insurance Company Limited	Member	Audit Committee
		Member	Remuneration / Compensation Committee
		Member	Allotment Committee
		Member	Investment Committee
		Member	Policyholders Protection Committee
		Member	Risk Management Committee
		Member	Corporate Social Responsibility Committee
		Member	Initial Public Offering Committee
	Religare Housing Development Finance Corporation Limited	Member	Audit Committee
		Member	Nomination & Remuneration Committee
		Member	Loan/Investment & Borrowing Committee
		Member	Risk Management Committee
		Member	Corporate Social Responsibility Committee
		Member	Review Committee
		Member	IT Strategy Committee

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

➤ **Name of the Director:** Mr. Malay Kumar Sinha

Age	65 years		
Qualification	B.A. (Hons), M.A., M. Phil		
Experience	More than 39 years		
Terms of appointment	Non-Executive & Independent		
Relationship with Directors, manger and other KMP	No relation		
Number of meetings attended during F.Y 2020-21	1		
Shareholding in the Company	NIL		
Last Remuneration paid	Not Applicable		
Remuneration sought to be paid	Not Applicable		
Date of First appointment on the Board	Appointed w.e.f November 26, 2020		
Other Directorship	<ul style="list-style-type: none"> ▪ Religare Finvest Limited ▪ Religare Housing Development Finance Corporation Limited ▪ Care Health Insurance Limited (Formerly Religare Health Insurance Company Limited) ▪ Religare Enterprises Limited ▪ Religare Commodities Limited 		
Membership/Chairmanship	Name of the Company	Designation	Committee
	Religare Enterprises Limited	Member	Audit & Governance Committee
		Chairperson	Nomination & Remuneration Committee
		Chairperson	Stakeholders Relationship Committee
		Member	Investment, Borrowing and Share Allotment Committee
		Chairperson	Risk Management Committee
		Member	Asset Liability Committee
		Member	RPT Sub-Committee
		Member	Corporate Social Responsibility Committee
		Chairperson	IT Strategy Committee
	Religare Finvest Limited	Member	Audit Committee
		Member	Loan /Investment and Borrowing Committee
		Member	Risk Management Committee
		Chairperson	Nomination and Remuneration Committee
		Member	Share Allotment

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

			Committee
		Member	Corporate Social Responsibility Committee
		Member	Review Committee for the identification of non-cooperative borrowers
		Chairperson	IT Strategy Committee
	Care Health Insurance Company Limited	Member	Audit Committee
		Chairperson	Remuneration / Compensation Committee
		Member	Allotment Committee
		Member	Investment Committee
		Member	Policyholders Protection Committee
		Member	Risk Management Committee
		Member	Corporate Social Responsibility Committee
		Member	Initial Public Offering Committee
	Religare Housing Development Finance Corporation Limited	Member	Audit Committee
		Chairperson	Nomination & Remuneration Committee
		Member	Loan/Investment & Borrowing Committee
		Member	Risk Management Committee
		Member	Corporate Social Responsibility Committee
		Member	Review Committee
		Chairperson	IT Strategy Committee

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

Place: New Delhi
Date: August 06, 2021

Sd/-
Vikas Sethi
Company Secretary
ACS 17411

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

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 Annual General Meeting of the company, to be held Tuesday, 28th day of September, 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

Affix Revenue Stamp

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.

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

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](tel:+91-011-49871213); **Fax No. :** [+91-011-49871189](tel:+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 Annual General Meeting of the company, to be held on Tuesday, 28th day of September, 2021 at 11:00 A.M. at 5th floor, Salcon Rasvilas, Saket District Centre, New Delhi-110017.

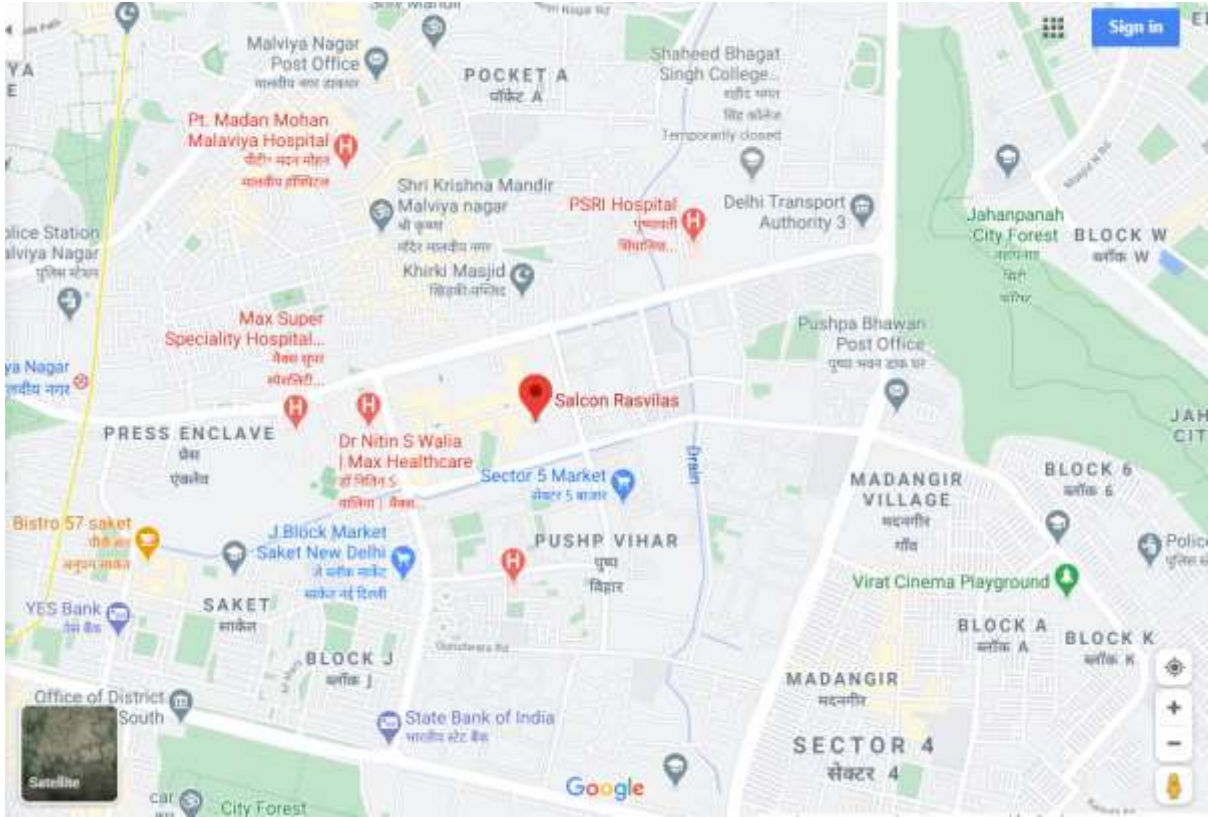
Signature of the Shareholder or Proxy** : _____

**Applicable for investors holding shares in electronic form.*

***Strike out whichever is not applicable.*

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