

RELIGARE BROKING LIMITED

Registered Office: 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi-110019

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** (the "**Company**") will be held on Tuesday, 6th day of August, 2019 at 11:30 A.M. at 2nd Floor, A-3/4/5, Prius Global, Sector-125, Noida-201301 **at shorter notice** to transact the following business:

SPECIAL BUSINESS

1. **Integration of Commodity Business of Religare Commodities Limited, a wholly owned subsidiary of the Company:**

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

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, any other law for the time being in force, such other approvals, consents and permissions being obtained from the Securities and Exchange Board of India, Exchanges and other appropriate authorities to the extent applicable and necessary in order to integration of securities and commodities broking business, approval of the Members of the Company be and is hereby accorded to purchase the Commodity Business of Religare Commodities Limited, a wholly owned subsidiary of the Company and execution of Business Transfer Agreement in relation to the same, on a slump sale basis or in any other manner as the Board may deem fit in the interest of the Company for a consideration and on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board or any other person so authorized by the Board in this regard be and is hereby authorised and empowered to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to finalise and execute necessary documents including but not limited to definitive agreements, deeds of assignment, conveyance deed, undertakings, deeds, transition services agreements, requisite applications, representations, and execute all such other ancillary documents and to do all such other acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to purchase of the Business as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company or to any other person as it may consider necessary or expedient or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

Place: Noida

Date: August 05, 2019

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 authorised 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: Noida
Date: August 05, 2019

By order of the Board of Directors
For Religare Broking Limited




Vikas Sethi
Company Secretary
ACS 17411

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO. 1

INTEGRATION OF COMMODITY BUSINESS OF RELIGARE COMMODITIES LIMITED, A WHOLLY OWNED SUBSIDIARY OF THE COMPANY:

Members are apprised that Integration of the stock brokers in equity and commodity derivative markets would have synergies, cost reduction and eventually benefit all the participants viz. investors, brokers, Stock Exchanges and SEBI. Benefits of Integration are listed below:

- Widen the market penetration leading to greater financial inclusion for participants across all market segments.
- Enhance economic efficiency in terms of meeting the operational as well as compliance obligations at a Member level resulting in ease of doing business.
- Provide for efficient use of capital for the investors.
- Unified entity will have much better risk management capabilities as against separate risk management systems for equity and commodity broking.

Members of the Company are apprised that Board in its meeting held on August 05, 2019 has approved the proposal to purchase the commodity business of Religare Commodities Limited, a wholly owned subsidiary of the Company.

Accordingly, the Members are requested to note that their consent is being sought by way of a Special Resolution to purchase the commodity business of Religare Commodities Limited and all relevant business assets (including employees) and all relevant liabilities, on a slump sale basis or in any other manner as the Board may deem fit in the interest of the Company for a consideration and on such terms and conditions as may be defined in the Business Transfer Agreement.

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

The Board recommends the resolution set forth in **Item no.1** for the approval of the members as **Special Resolution**.

Place: Noida

Date: August 05, 2019

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, Rajlok Building, 24, Nehru Place, New Delhi -110019

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 Tuesday, 06th day of August, 2019 at 11:30 A.M. at 2nd Floor, A-3/4/5, Prius Global, Sector-125, Noida-201301 and at any adjournment thereof in respect of such resolutions as are indicated in Notice.

Signed this..... day of..... 2019

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.

ATTENDANCE SHEET
Religare Broking Limited
Regd. Address: 2nd Floor, Rajlok Building, 24, Nehru Place,
New Delhi-110019

CIN - U65999DL2016PLC314319
Phone: [+91-11-46272400](tel:+91-11-46272400); **Fax No. :** [+91 11 46272447](tel:+91-11-46272447)

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, 06th day of August, 2019 at 11:30 A.M. at 2nd Floor, A-3/4/5, Prius Global, Sector-125, Noida-20301.

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, Rajlok Building,
24, Nehru Place, New Delhi -110019

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 Extraordinary General Meeting of the Company at a shorter notice on Tuesday, 06th Day of August, 2019 at 11.00 A.M. at A-3/4/5, Prius Global, Sector-125, Noida-201301.

For _____

Authorised Signatory

Date:

Route Map

Address: 2nd Floor, A-3/4/5, Prius Global, Sector-125, Noida-201301

