

NOTICE

Notice is hereby given that the **15th Annual General Meeting** of the Members of Religare Commodities Limited (the "**Company**") (CIN- U74999DL2003PLC123220) will be held on Friday, 28th day of September, 2018 at 11:30 A.M. at 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi-110019 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account of the Company for the financial year ended March 31, 2018 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Jayant Manglik (DIN- 03096724), who retires from office by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. Appointment of Mr. Rajesh Sharma as a 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Rajesh Sharma (DIN: **03632542**), who was appointed as Additional Director on November 03, 2017 be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is 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."

4. Appointment of Mr. Gurvinder Singh Juneja as a 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Gurvinder Singh Juneja (DIN: **06561045**), who was appointed as Additional Director on November 03, 2017 be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is 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."



5. Rescinding of resolution as per Secretarial Standard-II

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

“RESOLVED THAT in accordance with the **Secretarial Standard II** i.e. “Secretarial Standards on General Meetings”, the consent of the shareholders be and is hereby accorded for the withdrawal of the earlier members’ resolution passed on December 18, 2017, for transfer of commodity broking business to Edelweiss Comtrade Limited on a slump sale basis.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such acts, deeds and things, authorize any person in connection with the above and to sign, execute and file and/ or modify all such forms, papers and documents as may be considered necessary or expedient to give effect to this Resolution”.

Place: Gurugram
Date: September 05, 2018

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



Neha Grover
Company Secretary
ACS21164

Notes:

1. The statement pursuant to section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the notice is annexed.
2. **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.**
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. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under section 170 of Companies Act, 2013 will be available for inspection at the Meeting.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under section 189 of Companies Act, 2013 will be available for inspection at the Meeting.
7. The Annual Report for the financial year ended March 31, 2018 containing, inter-alia, the Directors' Report, the Auditors' Report and the audited financial statements, is enclosed.
8. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during the business hours up to and including the date and time of General Meeting of the Company.
9. 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 back side of Nehru Place Metro Station, New Delhi. The Route map is enclosed with the notice and same has also been posted on the website of the Company.
10. 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 back side of Nehru Place Metro Station, New Delhi. The Route map is enclosed with the notice and same has also been posted on the website of the Company.



11. 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-I**.

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Religare Commodities Limited

CIN : U74999DL2003PLC123220

Corporate Office : Plot No. A-3/4/5, Prius Global, Sector-125, Noida-201 301 (U.P.), India, Phone: +91-120-339 1000

Registered Office : 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi-110019. Board Line Number : 011-46272400 Fax No. : 011-46272447

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

Appointment of Mr. Rajesh Sharma as Director:

Board of directors of the Company on the Board Meeting held on November 03, 2017 had appointed Mr. Rajesh Sharma as Additional Director of the Company to hold office upto the date of the ensuing Annual General Meeting.

The Director proposed, if appointed, shall be liable to retire by rotation under the provisions of Section 152 of the Act.

The Board accordingly recommends the ordinary resolutions set out at Item No. 3, of the accompanying Notice for the approval of the Members.

None of the other Directors of the Company are in any way concerned or interested in these Resolutions, except Mr. Rajesh Sharma to the extent of his appointment.

Brief profile of Mr. Rajesh Sharma is given below for reference of the member:

Mr. Rajesh Sharma holds a B.Com degree from Guru Gobind Singh College of Commerce, Delhi University and is a Chartered Accountant from Institute of Chartered Accountants of India. He has over 19 years of experience. He was associated with Parasram Holdings Private Limited as President-Operations, Legal & Compliance and Gjai & Associates, Chartered Accountants as Senior Audit Manager. Currently he is Director – Internal Audit in Religare Enterprises Limited and also overseeing entire internal audit functions across its subsidiaries. He is on the Board of other group companies as well.

ITEM NO. 4

Appointment of Mr. Gurvinder Singh Juneja as Director:

Board of directors of the Company on the Board Meeting held on November 03, 2017 had appointed Mr. Gurvinder Singh Juneja as Additional Director of the Company to hold office upto the date of the ensuing Annual General Meeting.

The Director proposed, if appointed, shall be liable to retire by rotation under the provisions of Section 152 of the Act.

The Board accordingly recommends the ordinary resolutions set out at Item No. 4, of the accompanying Notice for the approval of the Members.

None of the other Directors of the Company are in any way concerned or interested in these Resolutions, except Mr. Gurvinder Singh Juneja to the extent of his appointment.




Brief profile of Mr. Gurvinder Singh Juneja is given below for reference of the member:

Mr. Gurvinder Singh Juneja holds a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad and B. Tech from Indian Institute of Technology, BHU (IITBHU). He was associated with ICICI Securities Limited, Mumbai as Vice President, Investment Banking. He also worked with Wipro Technologies, Bangalore as Senior Manager, Corporate M & A. He is a corporate finance professional with over 18 year experience focused on leading strategic M&A, capital raise and corporate restructuring at leading corporations. Currently he is acting as Director - Group M & A.

ITEM NO. 5

Rescinding of resolution as per Secretarial Standard-II

The Board of Directors of the Company ("Board") in its meeting held on December 18, 2017 followed by shareholders' resolution passed on the same date, has considered and approved the transfer of commodity broking business to Edelweiss Comtrade Limited on a slump sale basis. However, subsequently the said agreement expired on March 15, 2018 on the ground of non-fulfillment of conditions as specified in the agreement and management does not intend to pursue the same.

Consequently, the aforementioned shareholders resolution dated December 18, 2017 is no longer valid and requires annulment. The shareholders are informed that as per **SS-II**, any shareholder resolution passed at a meeting can be rescinded only by a Resolution passed at a subsequent Meeting. Accordingly, it is proposed to withdraw of the shareholders' resolution dated December 18, 2017.

The Board recommends the resolution set forth in **Item no.5** as Special Resolution for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice.

Place: Gurugram
Date: September 05, 2018

By order of the Board of Directors
For Religare Commodities Limited




Neha Grover
Company Secretary
ACS21164

ANNEXURE-I

Information of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting pursuant to Companies Act 2013, and Secretarial Standard on General Meetings.

Name of the Director: Mr. Jayant Manglik

Age	53 Years
Qualification	Bachelor of Engineering from Karnataka University
Experience	Over 20 years of experience
Terms and conditions of appointment	Non- Executive & Non-Independent
Relationship with Directors, manger and other KMP	No Relation
Number of meetings attended	7
Shareholding in the Company	Nil
Last Remuneration paid	Not Applicable
Remuneration sought to be paid	Not Applicable
Other Directorships	<ul style="list-style-type: none"> ▪ Religare Wealth Management Limited ▪ Religare Business Solutions Limited
Membership/Chairmanship	NIL

Name of the Director: Mr. Rajesh Sharma

Age	50 years
Qualification	B.Com - Guru Gobind Singh College of Commerce, Delhi Chartered Accountant - Institute of Chartered Accountants of India
Experience	Over 19 years of experience
Terms and conditions of appointment	Non- Executive & Non-Independent
Relationship with Directors, manger and other KMP	No Relation
Number of meetings attended	4
Shareholding in the Company	Nil
Last Remuneration paid	Not Applicable
Remuneration sought to be paid	Not Applicable
Other Directorships	<ul style="list-style-type: none"> ▪ Religare Insurance Limited ▪ Religare Business Solutions Limited ▪ Bartleet Religare Securities (Private) Limited {Sri Lanka} ▪ Religare Capital Markets International (Mauritius) Limited



	<ul style="list-style-type: none"> ▪ Religare Capital Markets (Europe) Limited ▪ Religare Capital Market Inc. ▪ Religare Capital Markets (Hong Kong) Limited ▪ Religare Global Asset Management Inc. ▪ Religare Capital Markets (Singapore) Pte Limited
Membership/Chairmanship	NIL

Name of the Director: Mr. Gurvinder Singh Juneja

Age	42 Years
Qualification	B.Tech, PGDM - Indian Institute of Management, Ahmedabad
Experience	Over 18 years of experience
Terms and conditions of appointment	Non- Executive & Non-Independent
Relationship with Directors, manger and other KMP	No Relation
Number of meetings attended	3
Shareholding in the Company	Holding one share in the Company as nominee of Religare Broking Limited
Last Remuneration paid	Not Applicable
Remuneration sought to be paid	Not Applicable
Other Directorships	<ul style="list-style-type: none"> ▪ Religare Wealth Management Limited ▪ Religare Broking Limited ▪ Religare Comtrade Limited ▪ Bartleet Religare Securities Private Limited ▪ Equifax Credit Information Services Private Limited ▪ Religare Insurance Limited
Membership/Chairmanship	NIL



ATTENDANCE SLIP

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.: _____

DP 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 Friday, 28th day of September, 2018 at 11:30 A.M. at 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi- 110019.

Signature of the Shareholder or Proxy**:

*Applicable for investors holding shares in electronic form.

**Strike out whichever is not applicable



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: U74999DL2003PLC123220

Name of the company: Religare Commodities Limited

Registered office: at 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:.....,

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 on Friday, 28th day of September, 2018 at 11:30 A.M. at 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi- 110019 and at any adjournment thereof in respect of such resolutions as are indicated in Notice.

Signed this..... day of..... 2018

Signature of shareholder

Signature of Proxy holder

Affix
Revenue
Stamp

Note:

1. 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.
2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding



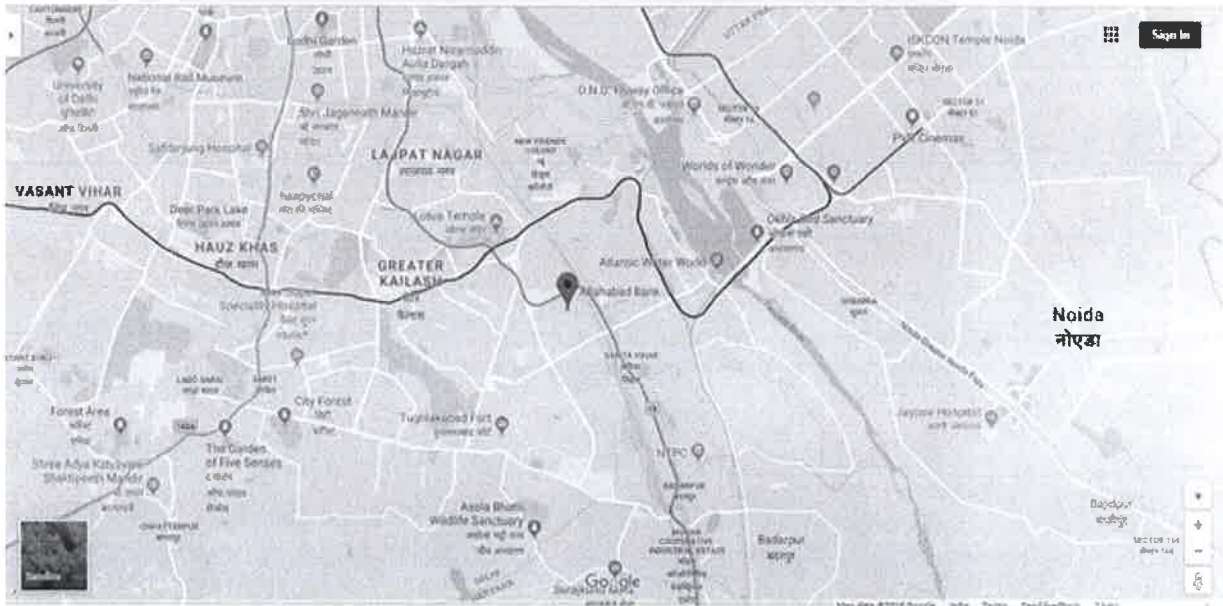
more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. *It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.*
5. *Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.*
6. *In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.*
7. *Please complete all details including details of member(s) in the above box before submission.*



Route Map

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



Religare Commodities Limited

CIN : U74999DL2003PLC123220

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Registered Office : 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi-110019. Board Line Number : 011-46272400 Fax No. : 011-46272447