

NOTICE

Notice is hereby given that an Extraordinary General Meeting ("EGM") of the Members of **Religare Commodities Limited** will be held on Friday, March 08, 2019 at **05:30 P.M. at A-3/4/5, 2nd Floor, Prius Global, Sector-125, Noida-201301** at **shorter notice** to transact the following business.

SPECIAL BUSINESS

ITEM NO.1

TO CONSIDER AND APPROVE ISSUANCE OF UNSECURED UNLISTED UNRATED REDEEMABLE NON-CONVERTIBLE DEBENTURES TO RELIGARE BROKING LIMITED

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

"RESOLVED THAT in accordance with the provisions of Section 42 read with Rule 14 of the Companies (Prospectus & Allotment) of Securities Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and all other applicable statutory and/or regulatory requirements, the provisions in the Memorandum of Association and the Articles of Association of the Company, approval of the shareholders of the Company be and is hereby accorded, for the issue of Unsecured Unlisted Unrated Redeemable Non-Convertible Debentures for an amount of up to Rs. 10,00,00,000/- (Rupees Ten Crores only), on private placement basis to Religare Broking Limited (Holding Company/Investor) in one or more tranches on such terms & conditions as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary in this regard.

RESOLVED FURTHER THAT a certified true copy of this resolution be provided to anyone concerned or interested in the matter under the hand of any Director of the Company."

Date: March 08, 2019
Place: Noida



By Order of the Board
Religare Commodities Limited


Neha Grover
Company Secretary

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. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged for this meeting, at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company for the said purpose.
3. Corporate Members are requested to send a duly certified copy of the board of director's resolution/power of attorney authorizing their representative to attend and vote at the extraordinary general meeting.
4. 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.
5. 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.
6. Members are requested to update their preferred e-mail ids with the Company / depository participants, which will be used for the purpose of sending the official documents through e-mail.
7. Attendance slip and proxy form are also enclosed.
8. A route map to reach the venue of the Extra-ordinary General Meeting including prominent landmark for easy location is enclosed.
9. Since the meeting is being called on shorter notice, format of giving consent is also enclosed.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) 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. 1

Keeping in view the working capital requirements and other financial obligations of the Company it is proposed to raise funds through issue of Unsecured Unlisted Unrated Redeemable Non-Convertible Debentures (NCDs) for an amount of up to Rs. 10,00,00,000/- (Rupees Ten Crores only), on private placement basis to "Religare Broking Limited" (RBL) the Holding Company of the Company in one or more tranches on such terms and conditions as may be decided by the Board of Directors of the Company.

The NCDs proposed to be issued shall be issued and allotted at a Face Value of Rs. 10,00,000/- (Rupees Ten Lakh) bearing coupon rate of Average cost of borrowing of RBL basis last 3 months plus 2%. The NCDs shall be issued for a tenure of Minimum 90 days and Maximum 1 year.

As per section 42 and other applicable provisions of the Companies Act, 2013 a Company requires approval of shareholders for raising funds through issue of Debentures on private placement basis.

The Board of Directors of the Company at their meeting held on March 08, 2019 considered and approved the proposal for issuance of Debentures on private placement basis.

The Board of directors recommends the resolution as **Item No. 1** to be passed as a **special resolution**.

None of the directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in any way, concerned or interested financially or otherwise in the passing of the resolution at Item No. 1 except to the extent of their shareholding, if any.

Date: March 08, 2019

Place: Noida

**By Order of the Board
Religare Commodities Limited**




**Neha Grover
Company Secretary**

ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING

CIN : U74999DL2003PLC123220
Name of the Company : Religare Commodities Limited
Registered office : 2nd Floor, Rajlok Building 24, Nehru Place, New Delhi - 110019

Folio No.:	
Number of Shares held:	

I/We certify that I/We am/are a Member/Proxy for the Member of the Company.

I/We hereby record my presence at the Extraordinary General Meeting of the Company, to be held on Friday, March 08, 2019 at 05:30 P.M. at A-3/4/5, 2nd Floor, Prius Global, Sector-125, Noida-201301.

Member's/Proxy's name in

Signature of Member/Proxy

BLOCK Letters

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.



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 : 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 :

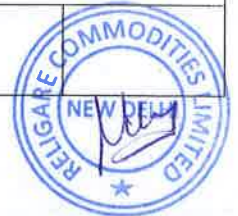
I/We, being the member (s) of share(s) of the above named Company, hereby appoint

Name :
Address :
E-mail Id :
Signature :, or failing him

Name :
Address :
E-mail Id :
Signature :, or failing him

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 Friday, March 08, 2019 at 05:30 P.M at A-3/4/5, 2nd Floor, Prius Global, Sector-125, Noida-201301 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
Special Business			
1.	To consider and approve issuance of unsecured unlisted unrated redeemable Non-Convertible Debentures to Religare Broking Limited.		



Signed thisday of 2019

Signature of Shareholder

Signature of Proxy holder(s).....

Affix the
revenue
stamp of
Re 1/-

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.



FORMAT

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 Commodities Limited
2nd Floor, Rajlok Building,
24, Nehru Place, New Delhi -110019

We, Religare Broking Limited, having our Registered Office at 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi-110019 holding 20,00,000 (Twenty Lakh) 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 Friday, 8th day of March, 2019 at 05:30 P.M. at 2nd Floor, A-3/4/5, Prius Global, Sector-125, Noida – 201301.

For Religare Broking Limited

Authorized Signatory

Date: March 08, 2019

ROUTE MAP

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

