

NOTICE

Notice is hereby given that the **Extra Ordinary General Meeting** of the Members of **Religare Commodities Limited** (the "**Company**") (CIN- U74999DL2003PLC123220) will be held on **Tuesday, 06th day of August, 2019** at **11:00 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. Transfer of business 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 provisions of Section 180(1)(a) and other 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, approval of the Members of the Company be and is hereby accorded for the transfer of Commodity Business of Religare Commodities Limited to Religare Broking Limited, and execution of Business Transfer Agreement in relation to the transfer of business, on 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 authorized 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 finalize 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 sale/ transfer/ disposal 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 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 EXTRAORDINARY 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 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. 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. 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.
8. Since the Meeting is being called at a shorter notice, the format for giving consent for calling EGM on a shorter notice is attached herewith as **Annexure-I**.
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 Okhla Bird Sanctuary Metro Station, Noida. The Route map is enclosed with the notice and same has also been posted on the website of the Company.



Neha

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. 01**Transfer of Business of the Company:**

Members of the Company are requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to transfer commodity business of Religare Commodities Limited and all relevant business assets (including employees) and all relevant liabilities, to Religare Broking Limited, the Holding Company of the Company, 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.

Members of the Board are apprised that the Board of Directors in their meeting held on August 05, 2019 have approved the agenda with respect to Transfer of Business of the Company on Slump Sale basis.

The Directors recommend the adoption of the Resolution at Item No. 01 of the Notice.

None of the Director, subject to the directorship and shareholding (as a nominee shareholder of M/s. Religare Broking Limited), if any, held in the company, Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution at Item No. 01 of the Notice.

The Board of Directors recommends passing of this resolution as Special Resolution.

Place: Noida
Date: August 05, 2019

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



Neha Grover
Company Secretary
ACS21164

Annexure-I

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

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 _____

Authorized Signatory:

Date:



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 Extra Ordinary General Meeting of the company, to be held on Tuesday, 6th day of August, 2019 at 11:00 A.M. at 2nd Floor, A-3/4/5, Prius Global, Sector-125, Noida-201301.

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 Tuesday, 6th day of August, 2019 at 11:00 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:

- 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, A-3/4/5, Prius Global, Sector-125, Noida-201301

