

**RELIGARE BROKING LIMITED****Registered Office:** 2<sup>nd</sup> 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 **03<sup>rd</sup> Annual General Meeting** of the Members of Religare Broking Limited (the "**Company**") will be held Wednesday, 18<sup>th</sup> day of September, 2019 at 11:00 A.M. at 2<sup>nd</sup> 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, 2019 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. Gurvinder Singh Juneja (DIN-06561045), who retires from office by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS****3. Appointment of Dr. Manjushree Ghodke 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 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, Dr. Manjushree Ghodke (**DIN: 07147784**), who was appointed as an Additional Director (Non-Executive and Independent) w.e.f February 05, 2019 pursuant to provisions of Section 161 of the Act & in respect of whom the Company has received a notice in writing from a member proposing her 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 February 05, 2019."

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby 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."

**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 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 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. 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, 2019 containing, inter-alia, the Directors' Report, the Auditors' Report and the audited financial statement 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, 2019, may write to the Company at 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 compliance with the provisions of Section 129 read with Companies (Account) Rules, 2014, please note that your company is not presenting the consolidated financial statements of its subsidiaries/associates.
12. 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.
13. 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**.

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

Place: Noida  
Date: August 05, 2019



  
**Vikas Sethi**  
Company Secretary  
ACS 17411

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013****ITEM NO.3****APPOINTMENT OF DR. MANJUSHREE GHODKE AS INDEPENDENT DIRECTOR**

The Board in its meeting held on February 05, 2019 has approved appointment of Dr. Manjushree Ghodke as Additional Director (Independent) pursuant to receipt of necessary approvals for a period of 5 Years subject to approval of shareholders' at the ensuing Annual General Meeting of the Company.

The Company is in receipt of notice as required under Section 160 of the Companies Act, 2013, proposing the candidature of Dr. Manjushree Ghodke for the office of Director. Also, in opinion of the Board, Dr. Manjushree Ghodke fulfills the conditions specified in the Act relating to the appointment as Independent Director.

The Director proposed, if appointed, shall not be liable to retire by rotation under the provisions of Section 152 of the Companies Act, 2013.

**Brief profile of Dr. Manjushree Ghodke is given below for reference of the members:**

Dr. Manjushree Ghodke has been a prominent contributor and influencer for over 35 years as an Economist in India and has been associated with Banking, Financial & Infrastructure sector during the course of her distinguished career. Dr. Manjushree has been an Independent Director with ILFS.

Dr. Manjushree is a graduate from Lady Shri Ram College, University of Delhi (1976) and a PG in Economics from Pune University (1978). She has completed her PhD in "Financing of Urban Infrastructure" from University of Mumbai (2008).

She started her career as Research Associate in 1978 and worked with leading economic newspaper, Economics Times. Later she joined ICICI Bank where she worked closely on monitoring and analysis of trends of Indian Economy with focus on Banking, Financial Sector and macro policies. After a successful tenure with ICICI, Dr Manjushree diversified her profile as Professor with Indian Institute of Capital Markets where she was involved with research and training in economics and capital market. She worked extensively with USAID (MOU) for conducting programs in financing urban infrastructure in debt markets.

She was associated with L&T as Chief Economist to enable environment and policy analysis at international and nation level to drive strategic planning, financial & risk planning and policy advocacy.

Dr. Manjushree has conceptualised and delivered programs across many segments & she has been a guest lecturer in leading institutions such as NMIMS, IMT, Financial Technologies. She has also been an economic appraiser for projects in ICICI Bank, UTI, USAID, Bank of Muscat and SEBI to mention a few. She has also published articles in leading financial newspaper and co- authored reports in urban sector with ICMA.

None of the Directors and Key Managerial Personnel of the Company (subject to the extent of Directorship or shareholding, if any) or their relatives except Dr. Manjushree Ghodke 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**.

**Place: Noida**

**Date: August 05, 2019**

By order of the Board of Directors  
For Religare Broking Limited



**Vikas Sethi**  
Company Secretary  
ACS 1741

**Annexure-A**
**INFORMATION REQUIRED AS PER SECRETARIAL STANDARD-2**

➤ **Name of the Director:** Mr. Gurvinder Singh Juneja

Age	43 Years		
Qualification	B.Tech, PGDM - Indian Institute of Management, Ahmedabad		
Experience	More than 19 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 2018-19	7		
Shareholding in the Company	Holding 1 share as nominee on behalf of Holding Company		
Last Remuneration paid	Not Applicable		
Remuneration sought to be paid	Not Applicable		
Date of First appointment on the Board	November 30, 2017		
Other Directorship	<ul style="list-style-type: none"><li>▪ Religare Advisors Limited (Formerly Religare Wealth Management Limited)</li><li>▪ Religare Insurance Limited</li><li>▪ Religare Commodities Limited</li><li>▪ Religare Comtrade Limited</li><li>▪ Bartleet Religare Securities Private Limited</li><li>▪ Religare Capital Markets (Hong Kong) Limited</li><li>▪ Religare Capital Markets (Singapore) Pte Limited</li><li>▪ Religare Capital Markets Corporate Finance Pte Ltd. (Singapore)</li><li>▪ Kyte Management Limited</li><li>▪ Religare Global Asset Management Inc.</li></ul>		
Membership/Chairmanship	<b>Name of Company</b>	<b>Chairman/Member</b>	<b>Committee</b>
	Religare Commodities Limited	Member	Corporate Social Responsibility Committee
	Religare Broking Limited	Chairman	Corporate Social Responsibility Committee

➤ **Name of the Director:** Dr. Manjushree Ghodke

<b>Age</b>	63Years
<b>Qualification</b>	PhD in "Financing of Urban Infrastructure"
<b>Experience</b>	More than 35 years
<b>Terms of appointment</b>	Non Executive - Independent
<b>Relationship with Directors, manger and other KMP</b>	Not Related
<b>Number of meetings attended during F.Y 2018-19</b>	2
<b>Shareholding in the Company</b>	Nil
<b>Last Remuneration paid</b>	Not Applicable
<b>Remuneration sought to be paid</b>	Not Applicable
<b>Date of First appointment on the Board</b>	Appointed as an Additional Director(Independent) w.e.f February 05, 2019
<b>Other Directorship</b>	Nil
<b>Membership/Chairmanship</b>	Nil



**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]*

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CIN: U65999DL2016PLC314319

Name of the Company: Religare Broking Limited

Registered office: 2<sup>nd</sup> 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 .....shares 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 Wednesday, 18<sup>th</sup> day of September, 2019 at 11:00 A.M. at 2<sup>nd</sup> 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..... 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:** 2<sup>nd</sup> 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)

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*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 Wednesday, 18<sup>th</sup> day of September, 2019 at 11:00 A.M. at 2<sup>nd</sup> 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.*

## Route Map

**Address:** 2<sup>nd</sup> Floor, Rajlok Building, 24, Nehru Place, New Delhi- 110019

