

RELIGARE COMMODITIES LIMITED

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

CIN: U74999DL2003PLC123220

E-mail: companysec.broking@religare.com **Website:** religareonline.com

NOTICE

Notice is hereby given that the **16th Annual General Meeting** of the Members of Religare Commodities Limited (the "**Company**") (CIN- U74999DL2003PLC123220) will be held on Wednesday, 18th day of September, 2019 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, 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. Rajesh Sharma (DIN-03632542), who retires from office by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. **Appointment of Mr. Sandeep 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. Sandeep Juneja (**DIN: 08511141**), who was appointed as Additional Director on July 19, 2019 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."

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

Place: Noida
Date: August 05, 2019




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, 2019 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 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, details in relation directors appointed/re-appointed are mentioned in the notice as **Annexure-I**.



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

ITEM NO. 3

Appointment of Mr. Sandeep Juneja as Director:

Board of directors of the Company on the Board Meeting held on July 19, 2019 had appointed Mr. Sandeep Juneja as Additional Director (Non-Executive & Non-Independent) of the Company to hold office upto the date of the ensuing Annual General Meeting.

The Company is in receipt of Notice from Member under Section 160 of the Act proposing their candidature as Director of the Company whose office is liable to retire by rotation.

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. Sandeep Juneja to the extent of his appointment.

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

Mr. Sandeep Juneja is currently Head – Operations & Risk, Religare Broking Limited, the Holding Company of the Company. He is responsible for managing the entire central & branch operations, risk management & customer service. He has over 18 years of experience and he has been associated with Religare since 2002. Prior to joining Religare he was associated with SKI Capital Services Ltd.

He has been a key team member and has worked in several areas such as clearing & settlement, LAS operations and helped in establishing processes & controls in operations.

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




Neha Grover
Company Secretary
ACS21164

Place: Noida
Date: August 05, 2019

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. Rajesh Sharma

Age	51 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	6
Shareholding in the Company	Nil
Last Remuneration paid	Not Applicable
Remuneration sought to be paid	Not Applicable
Other Directorships	1. Religare Insurance Limited 2. Religare Business Solutions Limited 3. Religare Comtrade Limited 4. Religare Global Asset Management Inc. 5. Religare Capital Markets (Singapore) Pte Limited 6. Religare Capital Markets (Europe) Limited 7. Religare Capital Market Inc. 8. Religare Capital Markets (Hong Kong) Limited 9. Religare Capital Markets International (Mauritius) Limited 10. Bartleet Religare Securities (Private) Limited {Sri Lanka} 11. Religare Capital Markets Corporate Finance Pte. Limited (Singapore)
Membership/Chairmanship	1. Corporate Social Responsibility Committee - Chairman - Religare Commodities Limited. 2. Loan, Investment and Borrowing Committee - Chairman - Religare Commodities Limited.

Name of the Director: Mr. Sandeep Juneja

Age	42 Years
Qualification	B.Com - University of Delhi, Delhi
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	Nil
Shareholding in the Company	Nil
Last Remuneration paid	Not Applicable
Remuneration sought to be paid	Not Applicable
Other Directorships	Nil
Membership/Chairmanship	1. Corporate Social Responsibility Committee - Chairman Religare Commodities Limited.



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 Wednesday, 18th day of September, 2019 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 Wednesday, 18th day of September, 2019 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..... 2019

Signature of shareholder

Signature of Proxy holder



Affix
Revenue
Stamp

Notes:

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

Corporate Office : Plot No. A-3/4/5, Prius Global, Sector-125, Noida-201 301 (U.P.), India, Phone: +91-120-486 6666

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