

RELIGARE BROKING LIMITED

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

CIN: U65999DL2016PLC314319

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

ADDENDUM TO THE NOTICE OF THE 03RD ANNUAL GENERAL MEETING OF RELIGARE BROKING LIMITED

This is an addendum to the Notice of 3rd Annual General Meeting (AGM) of the Company to be held on Wednesday, 18th day of September, 2019 at 11:00 A.M. at 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi- 110019. By this addendum notice is hereby given that the Company has received a notice under Section 160 of Companies Act, 2013 from member of the Company, proposing candidature of Mr. Sanjay Dattatray Palve (**DIN: 01292445**) as Director at the ensuing AGM of the Company. As the notice was received from the member subsequent to circulation of Notice of 3rd AGM, an addendum is being circulated to the members.

The following resolution will be transacted at the ensuing AGM in addition to the resolution mentioned in the AGM Notice dated August 05, 2019:

SPECIAL BUSINESS

4. Appointment of Mr. Sanjay Dattatray Palve as 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 and circular(s)/notification(s) issued by Ministry of corporate affairs from time to time, Mr. Sanjay Dattatray Palve (**DIN: 01292445**), who was appointed as an Additional Director (Non-Executive and Non Independent) w.e.f August 28, 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 his candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive and Non - Independent) of the Company, liable to retire by rotation.

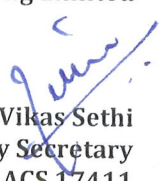
RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Place: Noida

Date: September 06, 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 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.
9. 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**.

Place: Noida

Date: September 06, 2019

By order of the Board of Directors
For Religare Broking Limited




Vikas Sethi
Company Secretary
ACS 17411

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO.4

APPOINTMENT OF MR. SANJAY DATTATRAY PALVE AS DIRECTOR

The Board vide resolution by circulation dated August 28, 2019 had approved appointment of Mr. Sanjay Dattatray Palve as Additional Director (Non-Executive & Non-Independent) pursuant to receipt of necessary approvals from the regulators upto 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 Mr. Sanjay Dattatray Palve for the office of Director.

The Director proposed, if appointed, shall be liable to retire by rotation under the provisions of Section 152 of the Companies Act, 2013.

Brief profile of Mr. Sanjay Dattatray Palve is given below for reference of the members:

Mr. Palve holds total post qualification experience of 21 years in Financial Services business such as Corporate Banking, Corporate Finance, Structured Finance, Financial Restructuring, Investment Banking, Retail Asset Lending and Loan Syndication with an excellent track record in building and leading large financial businesses. He has worked with reputed organizations such as Yes Bank Ltd., ICICI Bank Ltd, L&T etc.

He joined Yes Bank in 2004, when the bank just started commercial operations, and over his Tenure of 13+ years, he handled various businesses such as corporate finance, corporate banking, structured finance, priority sector lending and loan syndication. He was part of the core team that steered bank's growth over the years since its inception. In his last assignment with Yes Bank, he was the Global Business Head - Corporate Banking, Infrastructure Banking and MNC Banking (multinational clients). He was also nominated as the Whole time Director on the board of the Bank. At ICICI Bank, he worked in the area of project finance, mainly handling transportation sector.

He has been a member of various industry associations, including Infrastructure Sector and Energy Sector Committees of Bombay Chamber of Commerce & Industry (BCCI), Infrastructure Committee of Confederation of Indian Industry (CII) for Southern Chapter, Sub-committee of Indian Bank's Association (IBA) on Infrastructure and CII National Committee on Bio & Wind Energy 2017-18. He holds an engineering degree from VJTI, University of Mumbai and a Masters in Management (Finance) degree from Jamnalal Bajaj Institute of Management, University of Mumbai. He firmly believes in the philosophy of working hard, team work and creating work-life balance culture. He likes reading, adventure sports and travelling to remote places.

At RFL, he is engaged with the leadership team in the journey to build an enabling eco-system to restore high growth and profitability in the NBFC business. Apart from leading RFL as its Chief Executive Officer, Sanjay also holds the position of Managing Director in the subsidiary company - Religare Housing Development Finance Corporation Limited. Here, he oversees and provides strategic direction to the Housing Finance Business in its journey to scale up and be recognised as one of the leading players in the segment.

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 Mr. Sanjay Dattatray Palve are concerned or interested, financial or otherwise, in the resolution as set out in the this Addendum.

The Board recommends the resolution as set in this Addendum to the Notice of 3rd AGM for the approval of the members as **Ordinary Resolution**.

Place: Noida

Date: September 06, 2019

By order of the Board of Directors
For Religare Broking Limited




Vikas Sethi
Company Secretary
ACS 17411

Annexure-A
INFORMATION REQUIRED AS PER SECRETARIAL STANDARD-2

➤ **Name of the Director:** Mr. Sanjay Dattatray Palve

Age	48 Years
Qualification	Bachelor of Engineering, Master in Management Studies
Experience	More than 25 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	Not Applicable (Appointed with effect from August 28, 2019)
Shareholding in the Company	Nil
Last Remuneration paid	Not Applicable
Remuneration sought to be paid	Not Applicable
Date of First appointment on the Board	August 28, 2019
Other Directorship	<ul style="list-style-type: none"> • Religare Housing Development Finance Corporation Limited • Blue Surge Ventures LLP (as Designated Partner)
Membership/Chairmanship	<p>Name of the Company: Religare Finvest Limited</p> <ul style="list-style-type: none"> • Risk Management Committee • Assets Liability Committee • Grievance Redressal Committee • Review Committee for the identification of non-cooperative borrowers • Asset Monetization Committee • IT Strategy Committee <p>Name of the Company: Religare Housing Development Finance Corporation Limited</p> <ul style="list-style-type: none"> • Asset Liability Committee • Loan/Investment & Borrowing Committee • Risk Management Committee • Identification Committee • Review Committee • Asset Monetization Committee



Religare Broking Limited

CIN: U65999DL2016PLC314319

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