



RELIGARE FINVEST LIMITED

Registered Office: 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi- 110019
Corporate office : 9th Floor, Tower B, Paras Twin Towers, Golf Course Road,
Sector-54, Gurugram- 122002, Haryana

CIN No. – U74999DL1995PLC064132, Phone: +91-11-46272400, 1860-266-4111,
Fax No.: +91 11 46272447

E-mail: loans@religare.com, customerservice@religare.com

Website: www.religarefinvest.com

NOTICE OF THE 23rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd Annual General Meeting ('AGM') of the members of Religare Finvest Limited (the Company/ RFL) will be held at shorter notice on 28th day of September, 2018 at 12 Noon at the registered office of the Company situated at 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi- 110019 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the:
 - a. Annual audited standalone financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon; and
 - b. Annual audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon.

SPECIAL BUSINESS

2. **Borrowings by way of issuance of privately placed non-convertible debentures during financial year 2018-2019**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**

“RESOLVED THAT in supersession of the earlier resolution passed by the shareholders at the 22nd General Meeting of the Company held on 28th September, 2017 pursuant to Section 42 of the Companies Act, 2013('the Act') and Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions of the Act, Memorandum & Articles of Association of the Company, subject to the borrowing limit of the Company as approved under Section 180(1)(c) of the Act, regulations issued by the Securities and Exchange Board of India ("SEBI") including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012, SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2016 and all Amendment Regulations thereto, regulations, norms, circular, guidelines, clarification, notification

prescribed or issued by the Reserve Bank of India, SEBI from time to time and other applicable provisions if any, approval of the Company be and is hereby accorded to borrow up to Rs. 5500 Crores (Rupees Fifty Five Hundred Crores Only) on a private placement basis, in one or more tranches by issuing Non-Convertible Redeemable Debentures (NCDs) of various types (listed or unlisted), including Subordinated, Fixed Rate, Floating Rate, Zero Coupon, Market Linked Debentures and any other category of Debentures which may be defined as Non-Convertible Debentures for the onward lending, refinancing of existing debt, working capital and general business purpose requirement of the Company, both unsecured or secured against such security (the "Security") and on such terms as hereinafter provided.

RESOLVED FURTHER THAT the Company may secure the redemption amount of the NCDs and/ or any interest thereon by creating charge on immovable property and / or any kind of other assets / property of the Company.

RESOLVED FURTHER THAT that pursuant to the provisions of Section 71(5) of the Companies Act, 2013, the Company may create mortgage over the immovable property of the Company by executing Debenture Trust Deed(s) and such other assets of the Company by executing deed of hypothecation and such other documents which shall be entered into by and between the Company and the Debenture Trustee(s) (the "Security Trustee") as appointed from time to time for all or each of the tranches for benefit of the holders of the NCDs.

RESOLVED FURTHER THAT that the Company hereby authorizes the Security Trustee in whose favor the immovable property and / or other property is / are to be mortgaged / charged / hypothecated to exercise such powers as contained in the Debenture Trust Deed (s) / Deed of Hypothecation / any instrument creating charge in respect of the property on behalf of the Debenture Holders.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to act and decide on behalf of the Company and/or delegate the powers to Loan/Investment & Borrowing Committee of the Company to act and decide on behalf of the Company as to the further terms of all the NCDs whether issued in one or more tranches and for each such tranche, to discuss, deliberate, negotiate, finalize and accept the terms as may be stipulated in the various security documents and agree to such changes and modifications as may be advised or required by the Security Trustee or the Credit Rating Agency and agree to such changes and modifications in the said terms as may be suggested from time to time and to do all such acts, deeds and things and further authorized to sign and execute all such agreements and documents as may be required, on behalf of the Company, in respect of the NCDs as a whole and/or for each tranche separately including but not limited to:

1. appoint eligible Rating Agency (ies) as the Credit Rating Agency to rate the NCDs to be issued, to negotiate and decide the terms and conditions of their appointment, to accept the ratings and to comply with the terms and conditions that may be laid down in respect of the ratings;
2. appoint any eligible trustee company as the Security Trustee, to hold upon trust the security for the benefit of the Debenture Holders and to negotiate and decide the terms and conditions of such appointment;
3. appoint legal counsel(s) in respect of transactions and to negotiate and decide the terms and conditions of such appointment;
4. appoint Registrar and Transfer Agent for NCDs and to negotiate and decide the terms and conditions of such appointment;



5. approve, authorize, sign, issue Offer Document (s), Offer Letter (s), Information Memorandum(s) as per the prescribed format, if any, including any declaration, confirmation, affirmation, indemnity and undertaking in respect of the NCDs to the potential investors;
6. decide the Opening and Closing Date for receiving application and date(s) of allotment (s) /deemed date(s) of allotment(s);
7. execute any agreement(s)/deed or any other documents as may be advised or required by the Debentures Trustee or Credit Rating Agency for each tranche;
8. apply to National Security Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) for the issuance of Letter(s) of Allotment / Debentures to the Allottees in Dematerialized form;
9. apply with one or more recognized stock exchanges in India for listing of said NCDs for any tranche as may be decided;
10. to do all such acts, deed and things as may be required to give effect to the above Resolution and make statutory and / or regulatory filings including but not limited to form PAS -3, PAS-4, PAS -5, PAS 6 and such other filings as may be prescribed; and
11. take all such steps as may be necessary or expedient for the purpose of and pursuant to the issue and allotment of NCDs as required under the applicable provisions of the Companies Act 2013 read with Companies(Share Capital and Debentures) Rules, 2014 and any other law in force.

RESOLVED FURTHER THAT Common Seal of the Company, if required, may be affixed on the Instrument(s)/agreement(s)/documents(s)/deed(s)/paper(s),if required in this regard, as per the relevant clause of the Articles of Association of the Company.

RESOLVED FURTHER THAT a certified true copy of this Resolution be provided to all concerned under the hand of Director or Company Secretary of the Company”.

Place: Gurugram
Date: September 20, 2018

By order of Board of Directors
For Religare Finvest Limited

Sd/-

Punit Arora
Company Secretary
ACS 18880
1st Floor, Plot No. A-3, 4 & 5, Tower- A
Prius Global, Sector 125, Noida – 201301

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.** A person can act as proxy on behalf of member not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the AGM is annexed hereto.
3. The instrument of proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of meeting.
4. 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 AGM.
5. The Annual Report for the financial year ended March 31, 2018 containing *inter-alia* the Directors' Report, Auditors' Report and the audited financial statements are enclosed.
6. Members / Proxies should fill in the attendance slip for attending the AGM and the same is annexed to this report.
7. The Register of Directors and Key managerial Personnel and their shareholding maintained u/s 184 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
8. The consent to conduct the AGM at a shorter notice, requested from the Members, is enclosed with the Notice. Members are requested to provide the signed consent to the Company at corporateaffairs@religare.in before the date of the AGM.
9. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours and copies thereof shall also be made available for inspection in physical or electronic form at the registered office of the Company.
10. 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.
11. Landmark for location of meeting is Eros Hotel, Nehru Place, New Delhi. Route map of the location is posted on website of the Company and also annexed herewith this Notice.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat accounts(s) dormant for long. Periodic statement of holding should be obtained from the concerned Depository



Participant and holdings should be verified.

13. Notice of the AGM and the Annual Report for the financial year ended 2018 will be available on the Company's website: www.religareinvest.com.



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

ITEM NO. 2

The provisions of Section 42 of the Companies Act, 2013 read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014, state that every offer or invitation to subscribe to securities (which includes debentures) of the Company on a privately placed basis will require the prior approval of the members by a Special Resolution for each of the offers or invitations.

However, in case of offer or invitation for non-convertible debentures on a private placement basis, where the proposed amount to be raised through such offer or invitation exceeds the limit as specified under Section 180 (1)(c) of the Companies Act, 2013 , a one-time prior approval of the members in a year for all the offers or invitations of non-convertible debentures during the year will be sufficient for the purpose of this Section read with relevant rules.

Since, the proposed borrowing by way of Non-Convertible Debentures may exceed the limit as specified under Section 180(1)(c) of the Companies Act, 2013, hence, the Board recommends the proposed resolution set out at Item No. 2 for the approval of members by way of **special resolution**.

None of the Directors and KMPs of the Company and their relatives is in any way interested or concerned in the said Resolution.

Place: Gurugram

Date: September 20, 2018

**By order of Board of Directors
For Religare Finvest Limited**

Sd/-

Punit Arora

Company Secretary

ACS 18880

1st Floor, Plot No. A-3, 4 & 5, Tower- A

Prius Global, Sector 125, Noida – 201301



ATTENDANCE SLIP

RELIGARE FINVEST LIMITED

Registered Office: 2nd Floor, Rajlok Building, 24, Nehru place, New Delhi- 110019
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Website: www.religarefinvest.com

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 23rd Annual General Meeting of the Company to be held at a shorter notice on 28th September, 2018 at 12 Noon 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



PROXY FORM

RELIGARE FINVEST LIMITED

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Website: www.religareinvest.com

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]

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 Religare Finvest Limited, hereby appoint

1. Name: _____ E-mail Id: _____
Address: _____
Signature: _____

or failing him

2. Name: _____ E-mail Id: _____
Address: _____
Signature: _____

or failing him

3. Name: _____ E-mail Id: _____
Address: _____
Signature: _____

- as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held at shorter notice on 28th September, 2018 at 12 Noon at 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi- 110019, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional*	
		For	Against
Ordinary Business:			
1	To receive, consider and adopt the: <ul style="list-style-type: none"> a. Annual audited standalone financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon; and b. Annual audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon. 		
Special Business:			
2	Borrowings by way of issuance of privately placed non-convertible debentures during financial year 2018-2019		

*Applicable for investors holding shares in electronic form.

Signed this.....day of..... 2018

Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

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. *This is only optional. Please put a '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 the resolutions, 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.

Consent of shareholder for shorter notice

[Pursuant to section 101(1) of the Companies Act, 2013]

To,

**The Board of Directors
Religare Finvest Limited
2nd Floor, Rajlok Building,
24, Nehru Place, New Delhi -110019**

I/We, [*Name of Member*] having its registered office at -----, holding -----
--- Equity Shares of Rs. each, which constitutes of the paid up equity
share capital in Religare Finvest Limited, in its own name, hereby give the consent
pursuant to section 101(1) of the Companies Act, 2013, to hold the 23rd Annual General
Meeting of Religare Finvest Limited on Friday, September 28, 2018 at 12 Noon at 2nd
Floor, Rajlok Building, 24, Nehru Place, New Delhi- 110019 at a shorter notice period.

For -----

Authorized Signatory

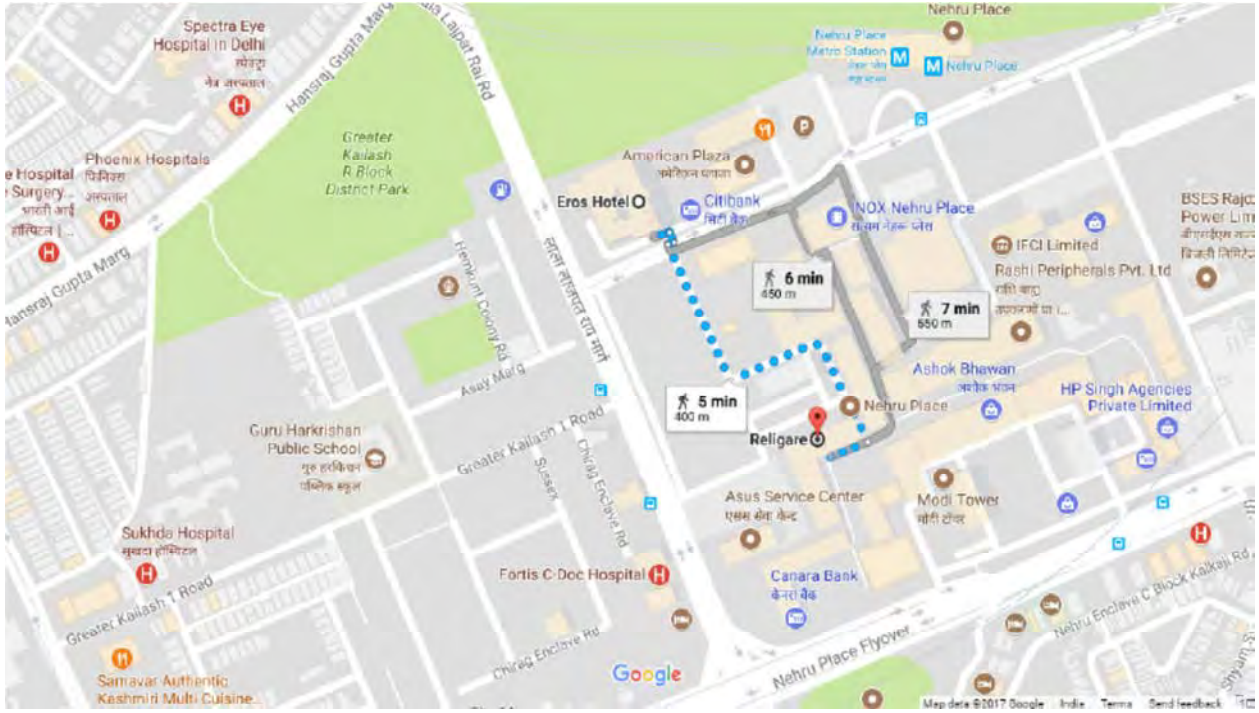
Name:

Designation:

Dated:

ROUTE MAP | RELIGARE FINVEST LIMITED

AGM VENUE: 2ND FLOOR, RAJLOK BUILDING, 24, NEHRU PLACE, NEW DELHI- 110019



LANDMARK- EROS HOTEL, NEHRU PLACE, NEW DELHI