



RELIGARE FINVEST LIMITED

Registered Office: D3, P3B, District Centre, Saket, New Delhi - 110017
Corporate office : 9th Floor, Tower B, Paras Twin Towers, Golf Course Road,
Sector-54, Gurgaon - 122002

CIN No. - U74999DL1995PLC064132, Phone: +91-11-3941 1411, 1860-3000-4111

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

Website: www.religareinvest.com

NOTICE TO THE EXTRA-ORDINARY GENERAL MEETING OF RELIGARE FINVEST LIMITED ('RFL')

NOTICE is hereby given that the extra-ordinary general meeting ('EGM') of the members of Religare Finvest Limited (the Company/ RFL) will be held at a shorter notice on Friday , June 10, 2016, at 3:30 p.m. at Tower A, Plot No. 3, 4 & 5, GYS Global, Sector 125, Noida-201301 to transact the following special business:

ITEM NO. 1

TO SHIFT REGISTERED OFFICE OF THE COMPANY FROM THE NATIONAL CAPITAL TERRITORY (NCT) OF DELHI TO STATE OF MAHARASHTRA

1. To consider and approve the proposed matter if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 12(5), 13(4) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment thereof for the time being in force) and subject to the approval of the Central Government (Power delegated to Regional Director), and such other regulatory approvals, permissions and sanction, as may be required under the provisions of the said Act or under any other law / regulations / guidelines prescribed by the Reserve Bank of India (RBI) for the time being in force or any statutory modification or amendment thereof, subject to any consent (prior / post) / notification or intimation of/ from / to any investors, creditors, lenders etc., if required, in terms of any contractual obligations/ covenant prescribed by the investors / lenders etc., the consent of shareholders be and is hereby accorded for shifting of registered office of the Company from the National Capital Territory (NCT) of Delhi to State of Maharashtra .

RESOLVED FURTHER THAT upon shifting of the registered office being effective, the existing Clause II of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause II:

II. “The Registered Office of the Company will be situated in the State of Maharashtra.”

RESOLVED FURTHER THAT once the aforesaid resolution comes into effect, the Registered Office of the Company will be shifted from the National Capital Territory (NCT) of Delhi to such place in the State of Maharashtra as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorized to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise while according approval, consent as may be considered necessary, to appoint counsels/ consultants/ advisors, to sign, execute and file and/ or modify including withdrawal all such forms, papers, application, petition, affidavit, indemnity, undertaking and documents with statutory / regulatory authorities, any other government authorities, as may be required under the Companies Act, 2013 and any statutory amendment(s) thereof and to represent the Company in all other matters incidental thereto as may be considered necessary and expedient including delegation of authority by way of letter of authority / power of attorney to any other persons, to issue notice/advertisements including but not limited to Publication of Notice in Newspaper(s), obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

ITEM NO. 2: TO APPROVE THE BORROWINGS BY WAY OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES ON PRIVATELY PLACED BASIS UNDER SECTION 42 OF THE COMPANIES ACT, 2013 READ WITH RULE 14(2) OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014

To consider and, it 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 Annual General Meeting of the Company held on June 18, 2015, 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, Memorandum & Articles of Association of the Company, 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, consent of the Company be and is hereby accorded to borrow up to Rs. 5500 Crore (Rupees Fifty Five Hundred Crore Only) on 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 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 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 severally 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:

- appoint eligible Rating Agency (ies) as the Credit Rating Agency to rate the NCDs to be issued,

to negotiate and decided 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;

- 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;
- appoint legal counsel(s) in respect of transactions and to negotiate and decide the terms and conditions of such appointment;
- appoint Registrar and Transfer Agent for NCDs and to negotiate and decide the terms and conditions of such appointment;
- 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;
- decide the Opening and Closing Date for receiving application and date(s) of allotment (s) /deemed date(s) of allotment(s);
- 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;
- 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;
- apply with one or more recognized stock exchanges in India for listing of said NCDs for any tranche as may be decided;
- 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
- 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 the Common Seal of the Company may be affixed on any instrument(s)/ agreement(s)/ document(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 copy of this Resolution is provided to all concerns as and when required under the hand of a director or Company Secretary of the Company.”



**By Order of the Board of Directors
For Religare Finvest Limited**

**Sd/-
Punit Arora
Company Secretary
ACS 18880**

**Place: Gurgaon
Date: June 6, 2016**

**9th Floor, Tower B, Paras Twin Towers,
Golf Course Road, Sector 54, Gurgaon- 122002**

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the EGM is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY 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.
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 EGM.
4. Members / Proxies should fill in the attendance slip for attending the EGM. Attendance slip and the proxy form as prescribed under the Companies Act, 2013 is enclosed with the Notice.
5. The consent to conduct the EGM 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 punit.arora@religare.com before the date of the EGM.
6. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on working days except on holidays, upto the date of the EGM
7. 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.
8. The Notice of the EGM will be available on the Company's website: www.religareinvest.com.
9. Landmark for location of meeting is Near Amity University, Sector 125, Noida. Route map of the location is posted on website of the Company.

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

ITEM NO 1.

TO SHIFT REGISTERED OFFICE OF THE COMPANY FROM THE NATIONAL CAPITAL TERRITORY (NCT) OF DELHI TO STATE OF MAHARASHTRA

The Members are requested to note that currently the Company's Registered Office is located at National Capital Territory (NCT) of Delhi.

The Board of Directors of the Company at their meeting held on May 24, 2016 considered and approved the proposal for the shifting of the Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Maharashtra" to carry on the business of the Company more economically, efficiently and with a view to have better operational convenience. Further, Mumbai is a hub of Financial Services Industry and head offices of key regulatory bodies such as Reserve Bank of India, SEBI, Stock Exchanges having head offices in Mumbai, it will facilitate smooth and regular interface with the key regulatory bodies.

The Members are requested to note that the proposed shifting will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

As per provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, such shifting of Registered Office requires the Company to alter Memorandum of Association of the Company and to obtain necessary approval of the Shareholders by way of special resolution.

Accordingly, it is proposed that Clause II of the Memorandum of Association be amended to state that the registered office of the Company be situated in the State of Maharashtra.

The Board of Directors of Company recommends the resolution proposed at Item No. 1 for the approval of Shareholders by way of **special resolution**.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship.

ITEM NO. 2:

APPROVAL FOR THE BORROWINGS BY WAY OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES ON PRIVATELY PLACED BASIS UNDER SECTION 42 OF THE COMPANIES ACT, 2013 READ WITH RULE 14(2) OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014

The provisions of Section 42 of the Companies Act, 2013 read with Rule 14(2) 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, for the issuance of non-convertible debentures on a private placement basis, 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.

Accordingly, 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 Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship.

**By Order of the Board of Directors
For Religare Finvest Limited**

**Sd/-
Punit Arora
Company Secretary
ACS 18880**

**Place: Gurgaon
Date: June 6, 2016**

**9th Floor, Tower B, Paras Twin Towers,
Golf Course Road, Sector 54, Gurgaon- 122002**



ATTENDANCE SLIP

RELIGARE FINVEST LIMITED

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Website: www.religareinvest.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 Extra-Ordinary General Meeting of the Company to be held at a shorter consent on Friday, June 10, 2016, at 3:30 p.m. at Tower A, Plot No. 3, 4 & 5, GYS 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



PROXY FORM

RELIGARE FINVEST LIMITED

Registered Office: D3, P3B, District Centre, Saket, New Delhi - 110017
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CIN No. - U74999DL1995PLC064132, Phone: +91-11-3941 1411, 1860-3000-4111
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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 Extra-Ordinary General Meeting of the Company, to be held on Friday, June 10, 2016, at 3:30 p.m. at Tower A, Plot No. 3, 4 & 5, GYS Global, Sector 125, Noida-201301, at a shorter notice, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolution	Optional*	
		For	Against
Special Business:			
1	Approval for the shifting of registered office of the company from the National Capital Territory (NCT) of Delhi to State of Maharashtra		
2	Approval for the borrowings by way of issuance of non-convertible debentures on privately placed basis under Section 42 of the Companies Act, 2013 read with Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014		

*Applicable for investors holding shares in electronic form.

Signed this..... day of..... 2016

Signature of shareholder

Signature of Proxy holder(s)

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. *This is only optional. Please put an '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.



THE COMPANIES ACT, 2013

**Consent by Shareholder for Shorter Notice
[Pursuant to section 101(1)]**

To,

**The Board of Directors
Religare Finvest Limited
D3, P3B, District Centre, Saket
New Delhi- 110017**

I/We, *[Name of member]* having its Registered Office at ----- holding ----- Equity / Preference shares of Rs. ----- each, which constitutes ----- of the paid up equity share capital in Religare Finvest Limited, in its own name and / or through its nominees, hereby give consent pursuant to Section 101 of the Companies Act, 2013, to hold the Extra-Ordinary General Meeting of Religare Finvest Limited, at a shorter notice, on Friday, June 10, 2016 at 3:30 p.m. at Tower A, Plot No. 3, 4 & 5, GYS Global, Sector 125, Noida-201301.

For

Authorized Signatory

Dated:

