

RELIGARE BROKING LIMITED

Registered Office: 2nd Floor, P-14, 45/90, P-Block, Connaught Place, New Delhi 110001
CIN: U65999DL2016PLC314319

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

NOTICE

Notice is hereby given that the **07th Annual General Meeting** of the Members of **Religare Broking Limited** (the "Company") (CIN: U65999DL2016PLC314319) will be held on **Tuesday, 26th day of September, 2023** at **12:15 P.M.** at **8th Floor, Max House Block A, Dr. Jha Marg, Okhla Phase 3, Okhla Industrial Estate, New Delhi-110020** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2023 including Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Dr. Rashmi Saluja (DIN:01715298)**, who retires from office by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:**3. Appointment of Mr. Hamid Ahmed (DIN:09032137) as an Independent 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, **Mr. Hamid Ahmed (DIN: 09032137)**, who was appointed as an Additional Director (Non-Executive and Independent) w.e.f December 16, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 & 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 Independent) of the Company, not liable to retire by rotation for a period of five consecutive years w.e.f December 16, 2022."

RESOLVED FURTHER THAT Board of Directors / Company Secretary of the Company be and are 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."

4. Appointment of Mr. Sachchida Nand Shrivastava (DIN:08897384) as an Independent 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, **Mr. Sachchida Nand Shrivastava (DIN: 08897384)**, who was appointed as an Additional Director (Non-Executive and Independent) w.e.f January 11, 2023 pursuant to the provisions of Section 161 of the Companies Act, 2013 & 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 Independent) of the Company, not liable to retire by rotation for a period of five consecutive years w.e.f January 11, 2023.”

RESOLVED FURTHER THAT Board of Directors / Company Secretary of the Company be and are 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.”

Place: Delhi

Date: August 03, 2023

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



Vikas Sethi
Company Secretary

M. No. ACS 17411

**Address: 2nd Floor, Club 125
(Tower A), A-3, 4 & 5, Sector -
125, Noida U.P. 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. 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 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 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, 2023 containing, inter-alia, the Directors' Report, the Auditors' Report and the Audited Financial Statements 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, 2023, may write to the Company at 2nd Floor, A-3, 4, 5, Club 125, 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 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 Okhla NSIC Metro Station. The Route map is enclosed with the notice and same has also been posted on the website of the Company.

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-A**.

Place: Delhi

Date: August 03, 2023

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



Vikas Sethi
Company Secretary
M. No: ACS 17411
Address: 2nd Floor, Club 125
(Tower A), A-3, 4 & 5, Sector -
125, Noida U.P. 201301

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013**ITEM NO. 03****APPOINTMENT OF MR. HAMID AHMED AS DIRECTOR**

The Board of Directors of the Company vide Resolution by Circulation dated December 16, 2022 approved appointment of Mr. Hamid Ahmed as Additional Director (Independent) for a period of five consecutive years from the above mentioned date, subject to approval of shareholders' at the ensuing Annual General Meeting of the Company. As per provisions of Section 161 of the Companies Act, 2013, he holds the office of director upto the date of Annual General Meeting.

The Company is in receipt of notice as required under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Hamid Ahmed for the office of Director. The Company has also received all requisite disclosures and a declaration from him confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013. Also, in opinion of the Board, Mr. Hamid Ahmed fulfills the conditions specified in the Act relating to the appointment as Independent Director and is independent of management.

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 Mr. Hamid Ahmed is given below for the reference of members:

Mr. Hamid Ahmed born in New Delhi, India in 1977 did schooling from St. Columba's School New Delhi. In 1998 completed B.A. (Eco.) from Delhi University. He took over the reins of Hamdard Laboratories India (HLI) in 2016, which he joined in 2000. He started his career as a director in 2000 after getting his M.B.A. from London, U.K. He was appointed as a director by his grandfather and the founder of Hamdard Mr. Hakeem Abdul Hameed in 1995.

Spanning a career of over 20 years' experience, he has travelled widely across India and abroad and handled diverse portfolios that have helped him understand the dynamics of Unani trends in the market. He is well-versed in the intricacies of India's regional diversities and consumer needs. He is holding the position of Hon'ble Chancellor in Jamia Hamdard, Mutawalli - Hamdard Laboratories India (HLI), Secretary - Hamdard National Foundation India (HECA), Gen. Secretary - Business and Employment Bureau and President - Unani Drugs Manufacturers Association (UDMA). He joined the Board of REL as an Independent Director on January 19, 2021.

None of the Directors and Key Managerial Personnel of the Company except Mr. Hamid Ahmed is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in **Item no. 03** for the approval of the members as **Ordinary Resolution**.

ITEM NO. 04**APPOINTMENT OF MR. SACHCHIDA NAND SHRIVASTAVA AS DIRECTOR**

The Board of Directors of the Company vide Resolution by Circulation dated January 11, 2023 approved appointment of Mr. Sachchida Nand Shrivastava as Additional Director (Independent) for a period of five consecutive years from the above mentioned date, subject to approval of shareholders' at the ensuing Annual General Meeting of the Company. As per provisions of Section 161 of the Companies Act, 2013, he holds the office of director upto the date of Annual General Meeting.

The Company is in receipt of notice as required under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Sachchida Nand Shrivastava for the office of Director. The Company has also

received all requisite disclosures and a declaration from him confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013. Also, in opinion of the Board, Mr. Sachchida Nand Shrivastava fulfills the conditions specified in the Act relating to the appointment as Independent Director and is independent of management.

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 Mr. Sachchida Nand Shrivastava is given below for the reference of members:

Mr. Sachchida Nand Shrivastava, a 1985-batch officer of the AGMUT cadre, is a former Commissioner of Police, Delhi. He is a B Tech from IIT Kharagpur and later completed a LLB course while in service.

He has served in various capacities in the Delhi Police, which includes heading Traffic and the Special Cell (an elite Counter Terror Unit) and finally as the Delhi Police Commissioner, from where he superannuated in June 2021. He had an unprecedented challenging assignment at the top handling the Riots in North East Delhi, Covid pandemic, Farmers' Agitation and others.

He has rich experience in Counter Terror Operations in Jammu & Kashmir as Spl DG CRPF and Delhi, when he headed the CT unit in Delhi Police. He played a key role in cracking down on the Indian Mujahideen terror network. It is the result of the hard work that terrorism was successfully checked in the Indian heartland. It was under his watch that the sensational IPL spot-fixing case was cracked. While in CRPF he handled the Counter Terror operations and maintenance of law and order in Jammu & Kashmir. The year 2017 saw the launch of Operation All-Out, a coordinated operation between the Indian Army, CRPF, Border Security Force, Jammu & Kashmir Police and the Intelligence Bureau, to flush out terrorists from the Valley. The operation, which was carried out during his tenure received significant success in the region. He has an experience of working with the Government for 38 Years. While most of it was in Police Service, he spent a year each with Engineers India Limited and Indian Revenue Service (Income Tax). He is a recipient of President Police medal for Meritorious and Distinguished Service, respectively.

None of the Directors and Key Managerial Personnel of the Company except Mr. Sachchida Nand Shrivastava is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in **Item no. 04** for the approval of the members as **Ordinary Resolution**.

Place: Delhi

Date: August 03, 2023

By order of the Board of Directors
For Religare Broking Limited



Vikas Sethi
Company Secretary
M. No: ACS 17411
Address: 2nd Floor, Club 125
(Tower A), A-3, 4 & 5, Sector -
125, Noida U.P. 201301

Annexure-A

INFORMATION REQUIRED AS PER SECRETARIAL STANDARD-2

➤ **Name of the Director: Dr. Rashmi Saluja:**

Age	49 years			
Qualification	MBBS, MD, MBA (Finance), LLB and PhD			
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 2022-23	Board & Committee Meetings:			
	Board	4		
	Audit Committee	4		
	Corporate Social Responsibility Committee	2		
	Loan, Investment & Borrowing Committee	7		
	Nomination & Remuneration Committee	3		
Shareholding in the Company	NIL			
Last Remuneration paid	Not Applicable			
Remuneration sought to be paid	Not Applicable			
Date of First appointment on the Board	Appointed w.e.f March 26, 2020			
Other Directorships	<ol style="list-style-type: none"> 1. R&R Natural Resources Private Limited 2. Religare Enterprises Limited 3. Religare Finvest Limited 4. Care Health Insurance Limited 5. Religare Housing Development Finance Corporation Limited 6. Religare Care Foundation 7. Religare Digital Solutions Limited 			
Membership / Chairmanship	S. No.	Name of Company	Name of Committee	Designation (Chairman / Member)
	1	Religare Enterprises Limited	Audit & Governance Committee	Member
			Nomination & Remuneration Committee	
			Stakeholders Relationship Committee	
			Risk Management Committee	
			Investment, Borrowing & Share Allotment Committee	
			IT Strategy Committee	

		Corporate Social Responsibility Committee	Chairperson	
		RPT Sub-Committee		
		Asset Liability Committee		
	2	Religare Housing Development Finance Corporation Limited	Audit Committee	Member
			Loan/Investment and Borrowing Committee	
			Nomination & Remuneration Committee	
			Risk Management Committee	
			Corporate Social Responsibility Committee	
			IT Strategy Committee	
	Review Committee	Chairperson		
	3	Religare Finvest Limited	Audit Committee	Member
			Loan/Investment and Borrowing Committee	
			Nomination & Remuneration Committee	
			Risk Management Committee	
			Share Allotment Committee	
			Corporate Social Responsibility Committee	
			IT Strategy Committee	
			Screening Committee for the identification of non-cooperative borrowers	Chairperson
	Review Committee for the identification of non-cooperative borrowers			
	4	Care Health Insurance Limited	Audit Committee	Member
			Remuneration / Compensation Committee	
Allotment Committee				
Investment Committee				
Policyholders Protection Committee				
Risk Management Committee				
Corporate Social Responsibility Committee				
Initial Public Offering Committee				

Religare Broking Limited

CIN: U65999DL2016PLC314319

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

 Registered Office : 2nd Floor, P-14, 45/90, P-Block, Connaught Place, New Delhi 110001, Phone: + 91-011-49871213, Fax: + 91-011-49871189

		Stakeholder's Relationship Committee	
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➤ **Name of the Director: Mr. Hamid Ahmed**

Age	46 years																																
Qualification	MBA																																
Experience	More than 20 years																																
Terms of appointment	Non-Executive & Independent																																
Relationship with Directors, manger and other KMP	No relation																																
Number of meetings attended during F.Y 2022-23	Board & Committee Meetings:																																
	Board	1																															
	Audit Committee	1																															
Shareholding in the Company	NIL																																
Last Remuneration paid	Not Applicable																																
Remuneration sought to be paid	Not Applicable																																
Date of First appointment on the Board	Appointed w.e.f December 16, 2022																																
Other Directorships	<ol style="list-style-type: none"> 1. Religare Enterprises Limited 2. Religare Housing Development Finance Corporation Limited 3. Care Health Insurance Limited 4. Religare Finvest Limited 																																
Membership / Chairmanship	<table border="1"> <thead> <tr> <th>S. No</th> <th>Name of Company</th> <th>Name of Committee</th> <th>Designation (Chairman / Member)</th> </tr> </thead> <tbody> <tr> <td rowspan="7">1</td> <td rowspan="7">Religare Finvest Limited</td> <td>Audit Committee</td> <td>Chairperson</td> </tr> <tr> <td>Loan/Investment and Borrowing Committee</td> <td>Member</td> </tr> <tr> <td>Nomination & Remuneration Committee</td> <td>Chairperson</td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> <tr> <td>Review Committee for the identification of non-cooperative borrowers</td> <td>Member</td> </tr> <tr> <td>IT Strategy Committee</td> <td>Member</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> <tr> <td>Share Allotment Committee</td> <td>Member</td> </tr> <tr> <td rowspan="3">2</td> <td rowspan="3">Religare Enterprises Limited</td> <td>Audit & Governance Committee</td> <td>Member</td> </tr> <tr> <td>Nomination & Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Member</td> </tr> </tbody> </table>			S. No	Name of Company	Name of Committee	Designation (Chairman / Member)	1	Religare Finvest Limited	Audit Committee	Chairperson	Loan/Investment and Borrowing Committee	Member	Nomination & Remuneration Committee	Chairperson	Risk Management Committee	Member	Review Committee for the identification of non-cooperative borrowers	Member	IT Strategy Committee	Member	Corporate Social Responsibility Committee	Member	Share Allotment Committee	Member	2	Religare Enterprises Limited	Audit & Governance Committee	Member	Nomination & Remuneration Committee	Member	Stakeholders Relationship Committee	Member
S. No	Name of Company	Name of Committee	Designation (Chairman / Member)																														
1	Religare Finvest Limited	Audit Committee	Chairperson																														
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		Nomination & Remuneration Committee	Chairperson																														
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			Investment, Borrowing and Share Allotment Committee	Member
			Group Risk Management Committee	Member
			Corporate Social Responsibility Committee	Member
			RPT Sub-Committee	Member
			IT Strategy Committee	Member
	3	Religare Housing Development Finance Corporation Limited	Audit Committee	Chairperson
			Loan/Investment and Borrowing Committee	Member
			Nomination & Remuneration Committee	Member
			Risk Management Committee	Member
			Corporate Social Responsibility Committee	Member
			IT Strategy Committee	Member
	4	Care Health Insurance Limited	Audit Committee	Member
			Nomination & Remuneration Committee	Member
			Allotment Committee	Member
			Investment Committee	Member
			Policyholders Protection Committee	Member
			Risk Management Committee	Member
			Corporate Social Responsibility Committee	Member
		Initial Public Offering Committee	Member	

➤ **Name of the Director: Mr. Sachchida Nand Shrivastava**

Age	62 years	
Qualification	B. Tech, LLB	
Experience	More than 38 years	
Terms of appointment	Non-Executive & Independent	
Relationship with Directors, manger and other KMP	No relation	
Number of meetings attended during F.Y 2022-23	Board & Committee Meetings:	
	Board	1
Shareholding in the Company	NIL	
Last Remuneration paid	Not Applicable	

Religare Broking Limited

CIN: U65999DL2016PLC314319

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

Registered Office : 2nd Floor, P-14, 45/90, P-Block, Connaught Place, New Delhi 110001, Phone: + 91-011-49871213, Fax: + 91-011-49871189


Remuneration sought to be paid	Not Applicable
Date of First appointment on the Board	Appointed w.e.f January 11, 2023
Other Directorship	NIL
Membership/Chairmanship	NIL

Place: Delhi

Date: August 03, 2023

By order of the Board of Directors
For Religare Broking Limited




Vikas Sethi
Company Secretary
M. No: ACS 17411
Address: 2nd Floor, Club 125
(Tower A), A-3, 4 & 5, Sector -
125, Noida U.P. 201301

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: U65999DL2016PLC314319

Name of the Company: Religare Broking Limited

Registered office: 2nd Floor, P-14, 45/90, P-Block, Connaught Place, New Delhi 110001.

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:....., 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 on Tuesday, 26th day of September, 2023 at 12:15 P.M. at 8th Floor, Max House Block A, Dr. Jha Marg, Okhla Phase 3, Okhla Industrial Estate, New Delhi-110020 and at any adjournment thereof in respect of such resolutions as are indicated in Notice.

Signed this..... day of..... 2023

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:** 2nd Floor, P-14, 45/90, P-Block, Connaught Place, New Delhi 110001

CIN - U65999DL2016PLC314319

Phone: +91-011-49871213; **Fax No. :** +91-011-49871189

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 **Tuesday, 26th day of September, 2023 at 12:15 P.M. at 8th Floor, Max House Block A, Dr. Jha Marg, Okhla Phase 3, Okhla Industrial Estate, New Delhi-110020.***

Signature of the Shareholder or Proxy** : _____

Applicable for investors holding shares in electronic form.**Strike out whichever is not applicable.*

Route Map

Venue: 8th Floor, Max House Block A, Dr. Jha Marg, Okhla Phase 3, Okhla Industrial Estate, New Delhi-110020

