

NOTICE

Notice is hereby given that the **Extra Ordinary General Meeting** of the members of **Religare Broking Limited** will be held on **Friday, July 21, 2023** at **8th Floor, Max House Block A, Dr. Jha Marg, Okhla Phase 3, Okhla Industrial Estate, New Delhi-110020** at **03:45 P.M.** at shorter notice.

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE ISSUANCE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS

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

“RESOLVED THAT as per Section 42 & 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and subject to the Memorandum & Articles of Association of the Company and other applicable provisions, if any, including any conditions, approvals, consents, sanctions, permissions as may be prescribed by any statutory and / or regulatory authorities, consent of the members be and is hereby accorded to the Company to borrow up to Rs. 300,000,000/- (Rupees Three Hundred Million Only), by issuing and allotting secured, first pari-passu charge, unlisted, unrated, redeemable, non-convertible debentures (NCDs), on private placement basis (the **“Issue”**), of the face value of Rs. 1,000,000/- (Rupees One Million Only) each in one or more tranches for a period of 400 days subject to a minimum tranche size of 100 NCDs at a coupon rate of 11.50% p.a. (compounded monthly and payable on maturity) with an additional default interest rate of 2% p.a. secured by such security and on such terms as may be decided with the Trustee, to Hamdard Laboratories India / such prospective investors as may be decided by the Board at the time of allotment of the said NCDs.

RESOLVED FURTHER THAT the Board of Directors be and hereby authorized to take all such steps as may be necessary or expedient for the purpose of and pursuant to the issue and allotment of NCDs under any tranche.

RESOLVED FURTHER THAT Directors of the Company, be and are hereby severally authorized on behalf of the Company to further delegate any / all of the powers delegated to them in relation to this resolution, to any person under appropriate letter of authority or power of attorney as the case may be.

Place: Delhi
Date: July 21, 2023

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



Vikas Sethi
Company Secretary
Membership No: A17411
Address: 2nd Floor, Club 125 (Tower A),
A-3, 4 & 5, Sector - 125, Noida 201301

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PROXY FORM IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROVIDED A MEMBER HOLDING MORE THAN TEN PERCENT 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

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. Copy of this Notice along-with all relevant documents referred in notice including Memorandum and Articles of Association of the Company, the Register of Directors and Key Managerial Personnel and their shareholding maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013, are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of Extra-ordinary General Meeting and will also be available for inspection at the meeting.
7. Since the meeting is being called on shorter notice, format of giving consent is also enclosed.
8. A route map to reach the venue of the Extra-ordinary General Meeting including prominent land mark for easy location is enclosed.

Place: Delhi
Date: July 21, 2023

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





Vikas Sethi
Company Secretary
Membership No.: A17411
Address: 2nd Floor, Club 125 (Tower A),
A-3, 4 & 5, Sector - 125, Noida 201301

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the business mentioned in the accompanying notice.

ITEM NO. 01

Members of the Company are apprised that in terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, every issue of debentures on private placement basis is required to be approved by the members of the Company by way of Special Resolution. Further, Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 permits the Company to pass a special resolution once in a year for offer or invitation of non-convertible debentures (NCDs) to be made during the year on a private placement basis in one or more tranches.

It is further apprised to the members that the funds raised from the issuance of the NCDs for its current and future / proposed business purposes, working capital requirements, fund management, investment and margin obligations with exchanges including inter alia its general corporate activities and any other strategic initiatives as may be approved by the Board of Directors of the Company.

Statement of Disclosure as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

1.	Particulars of the offer including date of passing of Board Resolution	Secured, first pari-passu charge, unlisted, unrated, redeemable, non-convertible debentures (NCDs) for an amount not exceeding in aggregate INR 300 Million in one or more tranches, on a private placement basis subject to a minimum tranche size of 100 NCDs at a coupon rate of 11.5% p.a. (compounded monthly and payable on maturity) with an additional default interest rate of 2% p.a. secured by such security and on such terms as may be decided with the Trustee. Date of passing board resolution: July 21, 2023
2.	Kinds of securities offered and the price at which security is being offered	Secured, first pari-passu charge, unlisted, unrated, redeemable, non-convertible debentures (NCDs) of the face value of Rs. 1000,000/- (Rupees One Million Only) each in one or more tranches subject to a minimum tranche size of 100 NCDs as may be determined by the Board of Directors of the Company.
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The NCDs are being issued at Face Value.
4.	Name and address of valuer who performed valuation	Deependra Manral Registered Valuer IBBI R.No. IBBI/RV/06/2018/10171 Address - B-376, UGF, Nirman Vihar, Delhi - 110092
5.	Amount which the company intends to raise by way of such securities	Company intends to raise an amount of upto INR 300 Million in aggregate.
6.	Material terms of raising such securities, proposed time schedule, purpose or objects of the offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects and principle terms of assets charged as securities.	Material terms: Secured, first pari-passu charge, unlisted, unrated, redeemable, non-convertible debentures (NCDs) for an amount not exceeding in aggregate INR 300 Million in one or more tranches, on a private placement basis subject to a minimum tranche size of 100 NCDs at a coupon rate of 11.5% p.a. (compounded monthly and payable on maturity)



	<p>with an additional default interest rate of 2% p.a. secured by such security and on such terms as may be decided with the Trustee. The date of maturity / tenor shall be 400 days from the date of issuance and the NCDs shall be redeemed (with applicable coupon) in a single installment.</p> <p>Proposed time schedule:</p> <p>Date of Opening of offer: 22/07/2023 Date of Closure: 28/07/2023* (*The offer shall have the option of early closure in case of receipt of subscription money).</p> <p>It is further apprised to the members that the funds raised through the issuance of abovementioned NCDs shall be utilized for its current and future / proposed business purposes, working capital requirements, fund management, investment and margin obligations with exchanges including inter alia its general corporate activities and any other strategic initiatives as may be approved by the Board of Directors of the Company.</p> <p>Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: NIL</p> <p>Principle terms of assets charged as securities: The principal amount of the Secured NCDs issued along with all interest due will be secured by way of first pari-passu charge by way of hypothecation over the Margin Trade Finance (MTF) loan book of the Issuer, to secure all amounts owed by the issuer to the debenture holder, in such manner as may be mutually decided by the Company and Debenture Trustee.</p>
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As the issuance of securities through Private Placement requires the approval of Shareholders of the Company by way of Special Resolution pursuant to Section 42 of the Companies Act, 2013, the Board therefore, recommends the above Resolution for your approval.

None of the Directors [except Mr. Hamid Ahmed, Director (Independent) on the Board of the Company and in his capacity as the Trustee of Hamdard Laboratories (India)], Key Managerial Personnel and their relatives are concerned or interested, financial or otherwise in the proposed resolution except to the extent of their shareholding in the company in the capacity as nominee shareholders of Religare Broking Limited, if any. The Board recommends the resolution set forth for the approval of Shareholders by way of special resolution.

Place: Delhi
Date: July 21, 2023

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





Vikas Sethi
Company Secretary

Membership No.: A17411

**Address: 2nd Floor, Club 125 (Tower A),
A-3, 4 & 5, Sector - 125, Noida 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:
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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 Extraordinary General Meeting of the company, to be held on Friday, 21st day of July, 2023 at 03:45 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

Affix Revenue Stamp

Signature of Proxy holder

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 Extra Ordinary General Meeting of the company, to be held on Friday, 21st day of July, 2023 at 03:45 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.*



THE COMPANIES ACT 2013
Consent of Shareholder for shorter notice
[Pursuant to Section 101(1) of Companies Act, 2013]

To,
The Board of Directors
Religare Broking Limited
2nd Floor, P-14, 45/90, P-Block,
Connaught Place, New Delhi 110001

We, Religare Enterprises Limited, having our registered office / R/o at 1407, 14th Floor Chiranjiv Tower, 43, Nehru Place, New Delhi 110019 holding 23,07,95,817 Equity Shares of Rs.10/- (Rupees Ten Only) each in the Company in our own name and through our nominees hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to convene the Extra-ordinary General Meeting of the Company at a shorter notice on Friday, 21st day of July, 2023 at 03:45 P.M. at 8th Floor, Max House Block A, Dr. Jha Marg, Okhla Phase 3, Okhla Industrial Estate, New Delhi-110020

For Religare Enterprises Limited

Authorized Signatory

Date: July 21, 2023



Route Map

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

