

NOTICE

Notice is hereby given that the **Extra Ordinary General Meeting** of the members of **Religare Broking Limited** will be held on **Friday, February 02, 2024** at **Prius Height, 2nd Floor, Plot # 10/11, Sector - 125, Noida, Uttar Pradesh - 201303** at **04:00 P.M.** at shorter notice.

SPECIAL BUSINESS:

1. APPROVAL FOR RE-APPOINTMENT OF DR. MANJUSHREE GHODKE (DIN: 07147784), AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of Schedule IV to the Act and in terms of Articles of Association of the Company and other applicable provisions if any, and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Dr. Manjushree Ghodke (DIN: 07147784)**, Non- Executive Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years i.e., from February 05, 2024 till February 04, 2029.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to file such forms, returns, as may be required, under the Companies Act, 2013 with the Registrar of Companies and/or other statutory/ regulatory authority(ies), as the case may be, and do all such acts, deeds and things necessary and incidental in order to give effect to this resolution.”

Place: Noida

Date: February 02, 2024

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.



9. Details of Directors retiring by rotation/seeking appointment/re-appointment at the ensuing Meeting are provided to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Place: Noida

Date: February 02, 2024



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

The Shareholders of the Company on the recommendation of the Board of Directors of the Company appointed Dr. Manjushree Ghodke as a Director (designated as 'Non-Executive and Independent') of the Company, to hold office for a term of 5 consecutive years w.e.f. February 05 2019. Accordingly, the term of Dr. Manjushree Ghodke is due to expire on February 04 2024. The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Dr. Manjushree during her first term of 5 (five) years and considering her knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board her reappointment for a second term of 5 (five) years w.e.f. February 05, 2024.

Further, the Board has approved the reappointment of Dr. Manjushree subject to the approval of the shareholders by way of **Special Resolution**. As per Section 149 of the Act, an independent director may hold office for two terms up to 5 (five) consecutive years each. Dr. Manjushree fulfills the requirements of an independent director as laid down under Section 149(6) of the Act.

The Company has received notice from a member under Section 160 of the Companies Act, 2013 proposing her candidature as Non-Executive Independent Director of the Company under the provisions of Section 149 of the Act. The Company has also received the consent along with all necessary disclosures from Dr. Manjushree along with the declaration of Independence for the said proposed reappointment. Further, a brief profile of Dr. Manjushree is enclosed below for the reference of members.

Brief Profile of Dr. Manjushree Ghodke is as follows:

Dr Manjushree Ghodke has been a prominent contributor and influencer for over 35 years as an Economist in India and has been associated with Banking, Financial & Infrastructure sector during the course of her distinguished career. Dr Manjushree has been an Independent Director with ILFS.

Dr Manjushree is a graduate from Lady Shri Ram College, University of Delhi (1976) and a PG in Economics from Pune University (1978). She has completed her PhD in "Financing of Urban Infrastructure" from University of Mumbai (2008).

She started her career as Research Associate in 1978 and worked with leading economic newspaper, Economics Times. Later she joined ICICI Bank where she worked closely on monitoring and analysis of trends of Indian Economy with focus on Banking, Financial Sector and macro policies. After a successful tenure with ICICI, Dr Manjushree diversified her profile as Professor with Indian Institute of Capital Markets where she was involved with research and training in economics and capital market. She worked extensively with USAID (MOU) for conducting programs in financing urban infrastructure in debt markets.

She was associated with L&T as Chief Economist to enable environment and policy analysis at international and nation level to drive strategic planning, financial & risk planning and policy advocacy.

Dr. Manjushree has conceptualized and delivered programs across many segments & she has been a guest lecturer in leading institutions such as NMIMS, IMT, Financial Technologies. She has also been an economic appraiser for projects in ICICI Bank, UTI, USAID, Bank of Muscat and SEBI to mention a few. She



has also published articles in leading financial newspaper and co- authored reports in urban sector with ICMA.

The disclosure as required under Standard 1.2.5 of the “Secretarial Standard-2 on General Meetings” is given below:

S. No.	Particular	Remarks
1.	Age	67 years
2.	Qualification	PhD in “Financing of Urban Infrastructure”
3.	Experience	More than 35 years
4.	Terms and Conditions of appointment or re-appointment along with details of remuneration along with details of remuneration sought to be paid and remuneration last drawn	Dr. Manjushree Ghodke shall be Non-Executive & Independent Director of the Company for a term of five consecutive year’s w.e.f. February 05, 2024, not liable to retire by rotation and as per other details mentioned in the proposed resolution. Remuneration last drawn: During FY 2023-24, she has drawn the sitting fees of Rs. 5,60,000/- for attending the Board and Committee meetings of the Company.
5.	Date of First appointment on the Board	Dr. Manjushree Ghodke was appointed as an Additional Director (designated as Non-Executive and Independent) w.e.f February 05, 2019.
6.	Shareholding in RBL	NIL
7.	Relationship with other Directors, Manager and KMP	None
8.	Number of meetings of the Board attended during the year.	Attended 04 (Four) Board Meetings held during FY 2023-2024.
9.	Other Directorship, Membership / Chairmanship of the Committees of other Boards.	As per Annexure -A
10.	Summary on Performance evaluation report of Dr. Manjushree Ghodke	The performance evaluation reports were placed in the Board and Nomination & Remuneration Committee Meeting and her performance was satisfactory.

Board of Directors is of the opinion that Dr. Manjushree Ghodke has been and will be of immense value to the Company and she fulfils the conditions specified in the Companies Act, 2013 and that she is independent of the Management. Accordingly, the Board recommends the above resolution for your approval by way of a **Special Resolution**.

The terms and conditions of re-appointment of Dr. Manjushree Ghodke are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the date of EGM.

None of the other Directors of the Company and Key Managerial Personnel (KMP) and their relatives are in any way concerned or interested in said Resolution, except Dr. Manjushree Ghodke to the extent of her appointment.



Annexure - A

Details of other directorship of Dr. Manjushree Ghodke

S. No.	Name of the Company
1	Capacit'e Infraprojects Limited

Details of Membership / Chairmanship of Committees of other Boards of Dr. Manjushree Ghodke

NIL

Place: Noida

Date: February 02, 2024

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:

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, 02nd day of February, 2024 at 4:00 P.M. at Prius Height, 2nd Floor, Plot # 10/11, Sector -125, Noida, Uttar Pradesh - 201303 and at any adjournment thereof in respect of such resolutions as are indicated in Notice.

Signed this..... day of..... 2024

Signature of shareholder

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.

Affix
Revenue
Stamp



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, 02nd day of February, 2024 at 4:00 P.M. at Prius Height, 2nd Floor, Plot # 10/11, Sector -125, Noida, Uttar Pradesh – 201303.

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, 02nd day of February, 2024 at 4:00 P.M. at Prius Height, 2nd Floor, Plot # 10/11, Sector -125, Noida, Uttar Pradesh – 201303.

For Religare Enterprises Limited

Authorized Signatory

Date:



Route Map

Address: Prius Height, 2nd Floor, Plot # 10/11, Sector -125, Noida, Uttar Pradesh – 201303

