

NOTICE

Notice is hereby given that the **29th Annual General Meeting** of the Members of Religare Securities Limited (the "**Company**") will be held on Monday, September 14, 2015 at 2.00 P.M. at the Registered Office of the Company i.e. D3, P3B, District Centre, Saket, New Delhi - 110017, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited statement of Profit & Loss Account of the Company for the financial year ended March 31, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Director in place of Mr. Shachindra Nath, who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

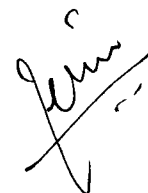
"RESOLVED THAT pursuant to the provisions of Section 139(1) and Section 142(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, as amended from time to time consent of the Company be and is hereby accorded to ratify appointment of M/s Price Waterhouse (Firm Registration No. 301112E), Chartered Accountants, as Statutory Auditors of the Company till the conclusion of AGM to be held in the year 2016 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors".

SPECIAL BUSINESS

4. Adoption of New Set of Articles of Association of the Company containing Articles in conformity with the Companies Act, 2013:

To adopt new set of Articles of Association containing Articles in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the company and subject to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions agreed to, by the Board of Directors of the Company, the draft Articles contained in the Articles of Association which are available for public inspection at the registered office of the Company and on the Company's website, be and are hereby approved and adopted in



substitution and to the entire exclusion, of the regulation contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to undertake all such acts, deeds, matters and things to finalize and execute all acts, deeds, matters and things such as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of the Directors of the Company or to any Director of the Company or to any officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

5. Appointment of Ms. Gita Nayyar 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Gita Nayyar (DIN: 07128438), who was appointed as Additional Director on March 30, 2015 and 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 an Independent Director of the Company to hold office for five consecutive years for a term up to March 30, 2020 not liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is 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.”

By Order of the Board

Date: July 29, 2015

For Religare Securities Limited

Place: New Delhi


Vikas Sethi
Company Secretary



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, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT ANY TIME BEFORE THE COMMENCEMENT OF THE MEETING.**
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 authorised 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, 2015 containing, inter-alia, the Directors' Report, the Auditors' Report and the audited financial statement 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, 2015, may write to the Company at D3, P3B, District Centre, Saket, New Delhi - 110017, 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.

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

Vikas Sethi
Vikas Sethi
Company Secretary



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO.4

Adoption of new set of Articles of Association:

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to the specific provisions of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (the "Act"). The Act is now largely in force with the Rules enacted thereon.

Hence, with the new Act coming into force and considering most of the sections under the Companies Act, 2013 been notified by the Ministry of Corporate Affairs it is expedient to replace existing AoA by adopting new set of AoA.

The new AoA to be substituted in place of existing AoA are based on the Table F of the Schedule 1 of the Act which set out the model Articles of Association for a company limited by shares.

The draft AoA are being uploaded on the Company's website for inspection of the Members. The proposed new draft AoA is also available for inspection at the Registered Office of the Company on all working days except Saturday's between 9.00 a.m. to 5.00 p.m. upto the date of the AGM and will also be available for inspection at AGM.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

ITEM NO.5

Appointment of Ms. Gita Nayyar as an Independent Director:

Pursuant to the provisions of section 149(4) and the Companies (Appointment and Qualification of Directors) Rules, 2014 every listed Company and public Company having paid-up capital of ten crores or more, or turnover of hundred crores or more or outstanding loans of fifty crores or more are required to appoint minimum two independent directors. It is further informed that, in terms of section 149(10) of the Companies Act, 2013 an independent director shall hold office for a term up to five consecutive years on the Board of a company.

Therefore, your Board has recommended to appoint Ms. Gita Nayyar as Independent Director in place of Mr. Deepak Sabnani, who ceased to be director of the Company, w.e.f. March 31, 2015 to hold the office of Director for five consecutive years for a term upto March 30, 2020.

Therefore, in compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Ms. Gita Nayyar as Independent Directors is now being placed before the Members for their approval. She is not liable to retire by rotation.



In the opinion of the Board of Directors, Ms. Gita Nayyar, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and she is independent of the Management. The terms and conditions of appointment of the above Directors shall be available for inspection without any fee by the members at the Company's registered office during normal business hours on working days except Saturdays up to the date of the AGM and will also be available for inspection at AGM.

A brief profile of the Independent Directors to be appointed is given below:

Ms. Gita Nayyar aged 52 has done MBA from Amos Tuck School of Business Administration, Dartmouth College and BA (Hons) Economics, Jesus and Mary College, Delhi University.

Ms. Gita Nayyar is associated as Independent Advisor and Business Consultant with Fulcrum Ventures Private Limited, Helpage India Advisory Committee and Member of Mumbai Angels since 2010. Earlier she was associated with various banks/financial institutions in following capacities:

S. No.	Name of Entity	Designation	Period
1	Credit - Suisse, UK, Private Bank	Regional Head-Asia	2007—2009
2	Citigroup Private Bank –Non Resident Indian Client Group, UK	Director, Private Banking Group	2003--2006
3	Citibank India, Global Corporate and Investment Bank	Group Head - Information Technology, Media, Pharmaceutical Industry	2000—2003
4	GCIB India	New Business Development Head	1999—2000
5	Restructuring Committee Member	Member of a special task force set up to restructure the Risk and Sales Functions of the Bank	Aug- Dec 1997
6	Global Corporate Bank	Head of Liability Segment / M	1994—1997
7	Transaction Bank	Special Projects leader	1993—1994
8	FI group India	Risk Relationship Manager	1988--1993

Ms. Gita Nayyar is also designated as independent director in Religare Capital Markets Limited & Religare Wealth Management Limited.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Ms. Gita Nayyar is concerned or interested, financial or otherwise, in the resolution.

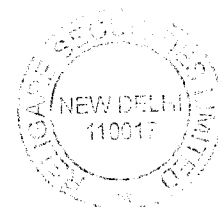
The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

Date: July 29, 2015

Place: New Delhi

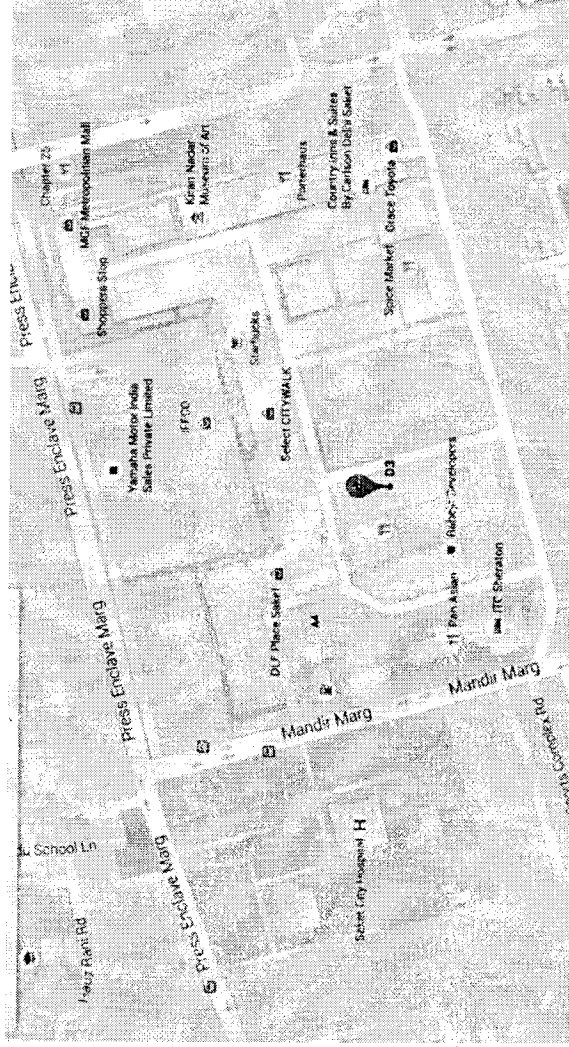
By order of the Board of Directors
For Religare Securities Limited

Vikas Sethi
Company Secretary



Route Map | Religare

AGM Venue: D3, P3B, District Centre, Saket, New Delhi - 110017



Landmark: DLF Place, Select City Walk Mall, Saket