

**RELIGARE CAPITAL MARKETS LIMITED**

Regd. office: D3 P3B, District Centre, Saket, New Delhi – 110017

CIN: U51909DL2007PLC159042

Phone no: +91-11-39125000 Fax no.: +91-11-39126117

Website: www.religarecm.com

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**NOTICE**

NOTICE is hereby given that the **8<sup>th</sup> Annual General Meeting** of the Members of Religare Capital Markets Limited (“the Company”) will be held on Wednesday, 17 September 2014 at 4:00pm at D3, P3B, District Centre Saket, New Delhi – 110017 to transact the following businesses at shorter notice:

**ORDINARY BUSINESS**

1. To consider and adopt the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Brian Tempest (DIN 00101235) who retires by rotation and, being eligible, offers themselves for re-election.
3. To appoint a Director in place of Mr. Mark Runacres (DIN 00786343) who retires by rotation and, being eligible, offers themselves for re-election.
4. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution

“**RESOLVED** that pursuant to the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s S.S. Kothari Mehta & Co., Chartered Accountants (Firm Registration No. 000756N), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of Eleventh AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS**

5. 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 Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules and circular(s)/notification(s) issued by Ministry of corporate affairs from time to time, Mr. Padam Narain Bahl (DIN 01314395), Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment 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 5 (Five) consecutive years for a term up to 31<sup>st</sup> March, 2019”

**By order of the Board of Directors  
For RELIGARE CAPITAL MARKETS LIMITED**

Sd/-

**Place: New Delhi  
Date: 17 September 2014**

**Satish Kumar Nirankar  
Company Secretary**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, DULY SIGNED AND COMPLETED, TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The relative Explanatory Statement in respect of Special Business under Item No. 4, as required under Section 102 of the Companies Act, 2013, is annexed 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 Annual General Meeting.
4. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxies form as prescribed under the Companies Act, 2013 is enclosed herewith.
5. 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.
6. The Register of members of the Company maintained under Section 88 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 members may note that the notice of 8<sup>th</sup> Annual General meeting of the company along with annual financials statement of the subsidiary companies of the Company will be available on the Company's website, [www.religarecm.com](http://www.religarecm.com).
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during the business hours on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company

**By order of the Board of Directors  
For RELIGARE CAPITAL MARKETS LIMITED**

Sd/-

**Place: New Delhi  
Date: 17 September 2014**

**Satish Kumar Nirankar  
Company Secretary**

**As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice.**

**ITEM NO. 4**

The members are informed that the Board has appointed Mr. Padam Narain Bahl as independent Director of the Company under Section 260 of the Companies Act, 1956 w.e.f. 14 September 2009 followed with approval of members in its meeting held on 23 September 2009.

Pursuant to the provisions of section 149 of the Companies Act, 2013 ("Act") effective from April 1, 2014, every unlisted public company is required to have at least two directors as Independent Directors, who are not liable to retire by rotation. Further, with reference to the general circular no. 14/2014 dated June 04, 2014 issued by Ministry of Corporate Affairs, it was clarified that if it is intended to appoint existing Independent Director under the new Act, such appointment shall be made expressly under the provisions of Section 149(10)/(11) read with Schedule IV under the Act within one year from April 01, 2014. Such appointment shall be made in general meeting with fixation of their term for 5 years.

The members may note that in compliance with Section 160 of the Act, the Company has received candidature from Religare Enterprises Limited, the holding company, proposing appointment of Mr. Padam Bahl as independent director of the Company. Further, the Nominations and Remuneration Committee and the Board has recommended the appointment of Mr. Padam Narain Bahl as Independent Directors to hold office of Director for five consecutive years for a term upto March 31, 2019.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Bahl as Independent Directors is now being placed before the Members for their approval. The terms and conditions of appointment of Mr. Bahl shall be available for inspection without any fee by the members at the Company's registered office during normal business hours on all working days except Saturdays up to the date of the AGM. In the opinion of the Board of Directors, Mr. Bahl, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management.

A brief profile of the Mr. Bahl is given below:

Mr. Padam Narain Bahl has been practicing as a Chartered Accountant and an Income Tax Advisor since 1979 and has more than 27 years of work experience. He was the Chairman of the Northern India Regional Council, Institute of Chartered Accountants of India, Amritsar Branch for the year 1998-99. He was also a member of the Income Tax Advisory Committee, Amritsar Chapter during the years 2002-03 and 2003-04. Mr. Bahl holds a Bachelor's degree in Commerce from the Kurukshetra University and a Bachelor's degree in Law from Guru Nanak Dev University, Amritsar. He is a fellow member of the Institute of Chartered Accountants of India. He has also received a Diploma in Information System Audit from SSI, Amritsar.

**By order of the Board of Directors  
For RELIGARE CAPITAL MARKETS LIMITED**

Sd/-

**Place: New Delhi  
Date: 17 September 2014**

**Satish Kumar Nirankar  
Company Secretary**

**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: U51909DL2007PLC159042

Name of the company: Religare Capital Markets Limited

Registered office: D3 P3B, District Centre, Saket, New Delhi-110017

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 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 17 September 2014 at D3 P3B, District Centre, Saket, New Delhi-110017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2.....

3.....

4.....

Signed this..... day of..... 2014

Affix  
Revenue  
Stamp

**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.*