

**NOTICE**

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of Religare Capital Markets Limited (“the Company”) will be held on Monday, May 30, 2016 at 03.00 p.m. at the registered office of the Company i.e. D3, P3B, District Centre Saket, New Delhi – 110017 to transact the following businesses, at shorter notice:

**SPECIAL BUSINESS**

**TO SHIFT REGISTERED OFFICE OF THE COMPANY FROM THE “NATIONAL CAPITAL TERRITORY (NCT) OF DELHI” TO THE “STATE OF MAHARASHTRA”**

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 Section 12(5), 13(4) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force), and subject to approval of the Central Government (Power delegated to Regional Director), and such other approvals, permissions and sanction, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members be and is hereby accorded for shifting of Registered Office of the Company from “National Capital Territory (NCT) of Delhi” to the “State of Maharashtra”.

**RESOLVED FURTHER THAT** upon shifting of the registered office being effective, the existing Clause-II of the Memorandum of Association of the Company be and hereby substituted with the following new clause:

“II. The registered office of the Company will be situated in the State of Maharashtra.”

**RESOLVED FURTHER THAT** upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the NCT of Delhi to such place in the State of Maharashtra as may be determined by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

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

**Place: New Delhi**  
**Date: May 30, 2016**

Sd/-  
**Satish Kumar Nirankar**  
**Company Secretary**  
Membership No.: ACS 21193  
Address: S-52, 3rd floor, Sunder Block,  
Shakarapur, New Delhi - 110092

**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 COMMENCEMENT OF THE MEETING.**
2. The relative Explanatory Statement in respect of Special Business 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 Extra-Ordinary 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 members may note that the Notice of Extra-Ordinary General Meeting of the Company will be available on the Company's website, [www.religarecm.com](http://www.religarecm.com).
6. 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 up to and including the date and time of the Extra-Ordinary General Meeting of the Company.
7. The landmark of the venue of the meetings is back side of DLF Place, Select City Walk Mall, Saket, New Delhi. The Route map is enclosed with the notice and same has also been posted on the website of the Company.
8. As the Extra-Ordinary General Meeting is scheduled at shorter notice, the request for consenting to shorter Notice is enclosed herewith. Members are requested to consent and sign the same.

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

**Place: New Delhi**  
**Date: May 30, 2016**

Sd/-  
**Satish Kumar Nirankar**  
**Company Secretary**  
Membership No.: ACS 21193  
Address: S-52, 3<sup>rd</sup> Floor, Sunder Block,  
Shakarapur, New Delhi - 110092

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Presently, the Company's Registered Office is located at National Capital Territory (NCT) of Delhi. The Board of Directors of the Company at their meeting held on 30 May 2016 has proposed to shift the registered office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Maharashtra" due to following reasons:-

- i. To carry on the business of the Company more economically, efficiently and with better operational convenience since the corporate office of the Company is located in state of Maharashtra.
- i. Majority of Financial Institutional Investors (FIIs), Mutual Funds and Financial Investors are based from Mumbai, therefore better coordination and interaction with regulators, shareholders, FIIs, Mutual Funds, Financial Investors would lead to improving clients/investors' relationship.
- ii. Further, Mumbai is a hub of Financial Services Industry and head offices of key regulatory bodies such as Reserve Bank of India, SEBI, Stock Exchanges having head offices in Mumbai, it will facilitate smooth and regular interface with the key regulatory bodies.

There will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

As per provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, such shifting of Registered Office requires the Company to alter Memorandum of Association of the Company and to obtain necessary approval of the Shareholders by way of special resolution.

Accordingly, it is proposed that Clause II of the Memorandum of Association should be amended to reflect that the registered office of the Company be situated in the State of Maharashtra.

The Board of Directors of Company recommends the resolution proposed for the approval of Shareholders by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives in any way is concerned or interested, financially or otherwise in this resolution.

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

**Place: New Delhi**  
**Date: May 30, 2016**

Sd/-  
**Satish Kumar Nirankar**  
**Company Secretary**  
Membership No.: ACS 21193  
Address: S-52, 3rd floor, Sunder Block,  
Shakarapur, New Delhi - 110092

**RELIGARE CAPITAL MARKETS LIMITED**  
**Registered Office: D3, P3B, District Centre, Saket, New Delhi - 110017**  
**CIN No.: U51909DL2007PLC159042**  
**Phone: +91-11-39125000 | Fax No.: +91-11-39126117**  
**E-mail: [corporateaffairs@religare.com](mailto:corporateaffairs@religare.com) | Website: [www.religare.com](http://www.religare.com)**

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**THE COMPANIES ACT, 2013**

**Consent by Shareholder for Shorter Notice**  
**[Pursuant to section 101(1)]**

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To,

**The Board of Directors**  
**Religare Capital Markets Limited**  
**D3, P3B, District Centre, Saket**  
**New Delhi- 110017**

I/We, *[Name of member]* holding *[Details of shares]*, hereby give consent, pursuant to Section 101 of the Companies Act, 2013, to hold the Extra-Ordinary General Meeting of Religare Capital Markets Limited, at a shorter notice, on Monday, 30 May 2016 at 03:00 p.m. at the registered office of the Company i.e. D3, P3B, District Centre, Saket, New Delhi – 110017.

**Signature:** .....

**Name:** .....

**DP ID:** .....

**Client ID:** .....

Dated:  
Place:

**RELIGARE CAPITAL MARKETS LIMITED**  
**Registered Office: D3, P3B, District Centre, Saket, New Delhi - 110017**  
**CIN No.: U51909DL2007PLC159042**  
**Phone: +91-11-39125000 | Fax No.: +91-11-39126117**  
**E-mail: [corporateaffairs@religare.com](mailto:corporateaffairs@religare.com) | Website: [www.religare.com](http://www.religare.com)**

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**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]*

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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:
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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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on Monday, 30 May 2016 at D3 P3B, District Centre, Saket, New Delhi-110017 at 03:00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:  
Resolution No.

1.....

Signed this..... day of..... 2016

\_\_\_\_\_  
**Signature of shareholder**

\_\_\_\_\_  
**Signature of Proxy holder**

Affix Revenue Stamp
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*Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company before the commencement of the Meeting.*

**RELIGARE CAPITAL MARKETS LIMITED**  
**Registered Office: D3, P3B, District Centre, Saket, New Delhi - 110017**  
**CIN No.: U51909DL2007PLC159042**  
**Phone: +91-11-39125000 | Fax No.: +91-11-39126117**  
**E-mail: [corporateaffairs@religare.com](mailto:corporateaffairs@religare.com) | Website: [www.religare.com](http://www.religare.com)**

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<b>ATTENDANCE SLIP</b>
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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.: \_\_\_\_\_

DP ID & Client ID\*: \_\_\_\_\_

No. of Shares held: \_\_\_\_\_

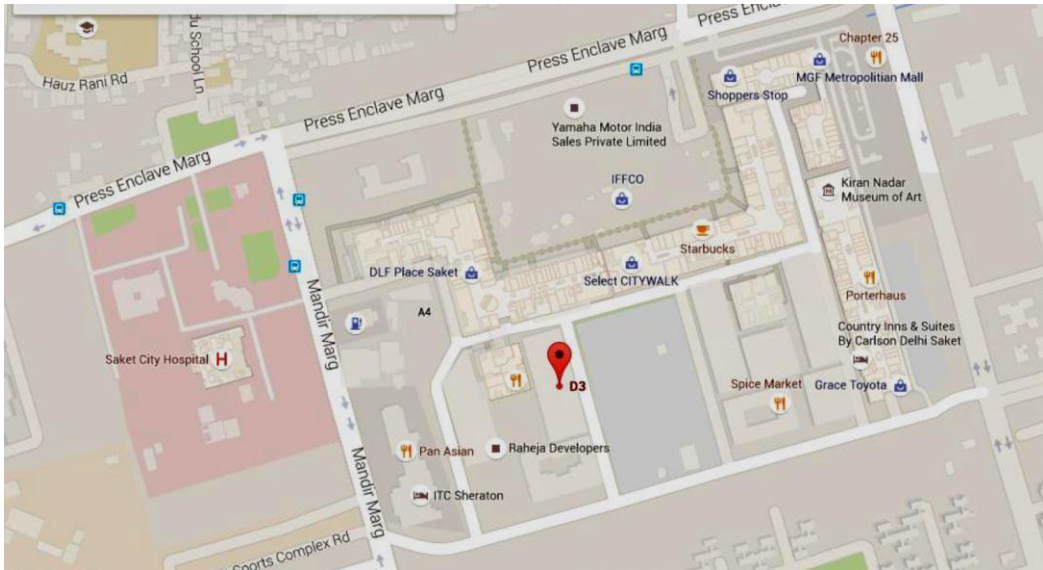
I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the company, to be held on Monday, 30 May 2016 at D3 P3B, District Centre, Saket, New Delhi-110017 at 03:00 p.m.

Signature of the Shareholder or Proxy\*\*:

\_\_\_\_\_

\*Applicable for investors holding shares in electronic form.

\*\*Strike out whichever is not applicable



Landmark: DLF Place, Select City Walk Mall, Saket