

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting ('EGM') of the members of Religare Housing Development Finance Corporation Limited (the Company) will be held at shorter notice on Wednesday, October 29, 2014, at 5:00 P.M. at the registered office of the Company at D3, P3B, District Centre, Saket, New Delhi-110017 to transact the following businesses:

ITEM NO. 1

AUTHORISATION FOR BORROWINGS

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

"RESOLVED THAT in supersession of earlier resolution passed, pursuant to Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, consent of the Members be and is hereby accorded to the Board of Directors to borrow funds from time to time, on such terms and conditions, as to repayment, interest or otherwise, as it thinks fit and proper in the interest of the Company, and such sums as may be necessary for the time being, may exceed the aggregate of paid-up Share Capital and free reserves, provided that the aggregate of sums so borrowed shall (apart from temporary loans obtained or to be obtained from the Company's Bankers in ordinary course of business) not exceed the limit of Rs. 1500,00,00,000/- (Rupees One Thousand Five Hundred Crores only), over and above paid up capital and free reserves and to create security interest over its present or future properties/assets to secure the amount so borrowed.

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of the borrowings aforesaid and further to do all such acts, deeds, things and to execute all such documents and writings as may be necessary to give effect to this resolution."

ITEM NO. 2

AUTHORISATION FOR ISSUANCE OF 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 pursuant to Section 42 of the Companies Act, 2013 ('the Act') and Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions of the Act, subject Memorandum & Articles of Association of



the Company and the Housing Finance Companies issuance of Non-Convertible Debentures on Private place basis (NHB) Directions, 2014 and other applicable provisions of any other Act, if any, approval of the Company be and is hereby accorded to authorize Board to borrow up to Rs. 300 Crores (Rupees Three Hundred Crores Only), subject to the limit approved Section 180(1)(c) of the Act, in one or more tranches by issuing Debentures of various types, including Subordinated, Fixed Rate, Floating Rate, Zero Coupon, Market Linked Debentures and any other category of Debentures on private placement, both unsecured or secured against such security (the "Security") and on such terms as may be decided.

RESOLVED FURTHER THAT the Company may secure the redemption amount of the Debentures by creating charge on immovable property and / or any kind of other assets / property of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 71(5) of the Act, the Company may create mortgage over the immovable property of the Company by executing Debenture Trust Deed(s) and such other assets of the Company by executing deed of hypothecation and such other documents which shall be entered into by and between the Company and the Debenture Trustee(s) (the "Security Trustee") as appointed from time to time for all or each of the tranches for benefit of the holders of the Debentures.

RESOLVED FURTHER THAT the Company hereby authorizes the Security Trustee in whose favor the immovable property and / or other property is / are to be mortgaged / charged / hypothecated to exercise such powers as contained in the Debenture Trust Deed (s) / Deed of Hypothecation / any instrument creating charge in respect of the property on behalf of the Debenture Holders.

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to act and decide on behalf of the Company and/or delegate the powers to Loan/Investment & Borrowing Committee of the Company in this regard in regard to the further terms of all the Debentures whether issued in one or more tranches and for each such tranche, to discuss, deliberate, negotiate, finalize and accept the terms as may be stipulated in the various security documents and agree to such changes and modifications as may be advised or required by the Security Trustee or the Credit Rating Agency and agree to such changes and modifications in the said terms as may be suggested from time to time and to do all such acts, deeds and things and further authorized to sign and execute all such agreements and documents as may be required, on behalf of the Company, in respect of the Debentures as a whole and/or for each tranche separately including but not limited to :

1. appoint eligible Rating Agency (ies) as the Credit Rating Agency to rate the Debentures to be issued, to negotiate and decided the terms and conditions of their



- appointment, to accept the ratings and to comply with the terms and conditions that may be laid down in respect of the ratings;
2. appoint any eligible trustee company as the Security Trustee, to hold upon trust the security for the benefit of the Debenture Holders and to negotiate and decide the terms and conditions of such appointment;
 3. appoint legal counsel(s) in respect of transactions and to negotiate and decide the terms and conditions of such appointment;
 4. appoint Registrar and Transfer Agent for Debentures and to negotiate and decide the terms and conditions of such appointment;
 5. approve and authorize the issuance of Offer Document (information Memorandum) in respect of the Debentures to the potential offer;
 6. decide the Opening and Closing Date for receiving application and deemed date(s) of allotment(s);
 7. execute any agreement(s)/deed or any other documents as may be advised or required by the Debentures Trustee or Credit Rating Agency for each tranche;
 8. apply to National Security Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") for the issuance of Letter(s) of Allotment / Debentures to the allottees in Dematerialized form;
 9. apply with one or more recognized stock exchanges in India for listing of said Debentures under any tranche as may be decided;
 10. take all such steps as may be necessary or expedient for the purpose of and pursuant to the issue and allotment of Debentures as required under the applicable provisions of Companies Act 2013 read with Companies(Share Capital and Debentures) Rules, 2014 and any other law in force

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized on behalf of the Company to delegate any/all of the powers mentioned herein above to any person under appropriate letter of authority or power of attorney as the case may be.

ITEM NO. 3

REGULARISATION OF MR. R.K. SHETTY AS AN INDEPENDENT DIRECTOR

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, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. R.K. Shetty, who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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) years effective from the date of appointment by the Board, i.e. from July 10, 2014 to July 9, 2019.”

ITEM NO. 4

TO APPROVE ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 13 and such other applicable provisions, rules of the Companies Act, 2013, consent of the shareholders be and is hereby accorded to insert the following new Clause as Clause III. (A) 2. after the existing Clause III. (A) 1. of Memorandum of Association of the Company:

2.” to carry on the business of acting in any capacity as corporate agents for various service industry including but not limited to financial, insurance companies and to carry out all incidental & allied activities related thereto..”

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company, be and are hereby severally authorized to sign and execute all deeds, writings, forms and other documents, file the same with the concerned authorities including Registrar of Companies, NCT of Delhi & Haryana and take all necessary steps, as may be required, to give effect to this Resolution (including authorizing any other person for the purpose)”.

ITEM NO. 5

AUTHORISATION FOR LOAN AND INVESTMENTS

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 186 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to invest in mutual funds, alternative investment funds, fixed deposits, Bonds and other debt securities, and to make loan(s) and/or give any guarantee(s)/ provide any security(ies) in connection with loan(s) made to and/or acquire by way of subscription, purchase or otherwise the securities of any Body Corporate, up to a limit not exceeding Rs. 200 Crore, notwithstanding that the aggregate of the investment, loans, guarantees or securities so far given or to be given to and/or securities so far acquired or to be



acquired in all bodies corporate may exceed the limits prescribed under the said section.

RESOLVED FURTHER THAT the Directors, Mr. Bipin Kabra, Chief Financial Officer, Mr. Deepak Joshi, authorized signatory and Company Secretary of the Company, be and are hereby severally authorized to discuss / negotiate and / or finalise the terms and conditions for aforesaid acquisition(s) and to sign/modify, alter, amend or withdraw any MOU(s)/ Agreement(s) / Deed(s)/ Document(s) / Undertaking(s) or any other document(s), paper(s) or writing(s) in this regard and to do all such acts, deeds and things as may be considered necessary, expedient or incidental in order to giving effect to this Resolution.”

**By Order of the Board of Directors
For Religare Housing
Development Finance
Corporation Limited**

Ankit Jain



**Place : New Delhi
Dated : October 29, 2014**

**Ankit Kumar Jain
Company Secretary
Mem. No.-A-21893
Add: 62, Vijay Block
Laxmi Nagar, Delhi-92**

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the Extra Ordinary General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY 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.**
3. Since the meeting is called at shorter notice, format of shorter notice consent is enclosed with this notice.
4. The relevant registers as required under Companies Act, 2013, will be available for inspection at the EGM.
5. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours.
6. The Notice of the EGM will be available on the Company's website :www.religarehomeloans.com



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Members are requested to note that in terms of Section 180(1)(c) of the Companies Act, 2013, the Company can borrow upto the total of its paid up capital and free reserves with Board approval and exceeding this limit with the Shareholders approval.

The shareholders are further requested to note that, Company in its general meeting held on June 23, 2014 had approved the Borrowing limits up to 500 Crore. Considering the future expansion plans it necessary to increase the present limit of Rs. 500 Crore to Rs. 1500 Crore. The Board accordingly recommends the special resolution set out in Item No. 1 of the Notice for approval of the Shareholders.

None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives are considered to be concerned or interested in the said resolution.

ITEM NO.2

The provisions of Section 42 of the Companies Act, 2013 read with Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014, state that every offer or invitation to subscribe to securities (which includes debentures) of the Company on a privately placed basis will require the prior approval of the members by a Special Resolution for each of the offers or invitations.

However, for the issuance of non-convertible debentures on a private placement basis, a one-time prior approval of the members in a year for all the offers or invitations of non-convertible debentures during the year will be sufficient for the purpose of this Section.

Further Company had earlier approved the issuance of Non-Convertible Debentures upto Rs.150 Crore by way of resolution dated June 23, 2014. However, considering the future expansion plans, it is proposed to increase the existing limit of Rs. 150 Crore to Rs. 300 Crore.

Accordingly, the Board recommends the proposed resolution set out at item No. 2 for the approval of members by way of **special resolution**.

None of the Directors and KMPs of the Company and their relatives are in any way interested or concerned in the said Resolution.



ITEM NO. 3

The Board of Directors of the Company ("Board"), in its meeting held on July 10, 2014, appointed Mr. R.K. Shetty, as an Additional Director (Independent) of the Company pursuant to the provisions Section 161 of the Companies Act, 2013 ("Act") and all other applicable provisions, if any.

In terms of the provisions of Section 161 of the Act, Mr. R.K. Shetty would hold office up to the date of the ensuing Annual General Meeting. However, he can be regularized as Director at any general meeting. The Company has received notice in writing under the provisions of Section 160 of the Act, from a Religare Finvest Limited, member, along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. R.K. Shetty for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mr. R.K. Shetty (i) intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (ii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. R.K. Shetty as an Independent Director of the Company for 5 (Five) years effective from the date of appointment by the Board, i.e. from July 10, 2014 to July 9, 2019, pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. R.K. Shetty, 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..

Brief Profile of Mr. R.K. Shetty is as follows:

Mr. Shetty, aged 65 years, holds a Bachelor's degree in Engineering from the Basaveshwara Engineering College, Bagalkot and has completed an Executive Development program from the Jamnalal Bajaj Institute of Management, Mumbai in Production Planning Control and Financial Management. He has more than 31 years of work experience and has received the prestigious National Productivity Award in the year 1992. Mr. Shetty was the President of The Indian Hockey Federation and Karnataka State Hockey Association and also Vice-President of Karnataka Olympic Association . At present he is the Chairman of the Indian Hockey Federation and advisor to Karnataka State Hockey Association.



None of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in this Resolution, except Mr. R.K. Shetty to the extent of his appointment.

The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

ITEM NO. 4

Members are requested to note that Company is intending to take Corporate Agency license of Religare Health Insurance Company Limited and for Corporate Agency license of Religare Health Insurance Company Limited, one of the prerequisites of the Insurance Regulatory & Development Authority ("IRDA") is that the Company should have an Insurance as one of the activities in its Memorandum of Association. To incorporate the clause relating to insurance business, it is necessary to alter the Memorandum of Association of the Company.

Accordingly, in terms of provision of section 13 of the Companies Act, 2013, the Board recommends the special resolution set out in Item no. 4 of the Notice for approval of the Shareholders.

None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives are considered to be concerned or interested in the said resolution.

ITEM NO. 5

The Members are requested to note that the Company is proposing to lend/invest in mutual funds, fixed deposits and also in other body corporates.

As per provisions of Section 186 of the Companies Act, 2013, no Company shall give any loan or invest in any other body corporate in excess of 60% (sixty percent) of its Paid-up Share Capital, Free Reserves and Securities Premium Account or 100% (Hundred percent) of its Free Reserves and Securities Premium Account, whichever is more, unless it is previously authorised by a Special Resolution passed by the Members in General Meeting.

As the proposed Loan/Investment exceeds the limit prescribed by law, the approval of Shareholders of the Company is required. The Board accordingly recommends the special resolution set out in Item No. 5 of the Notice for approval of the Shareholders.



None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives are considered to be concerned or interested in the said resolution, except to the extent of their shareholding

For **Religare** **Housing**
Development **Finance**
Corporation Limited

Ankit Jain



Place : New Delhi
Dated : October 29, 2014

Ankit Kumar Jain
Company Secretary
Mem. No.-A-21893
Add: 62, Vijay Block
Laxmi Nagar, Delhi-92