

## NOTICE

**NOTICE** is hereby given that the Twenty First Annual General Meeting of the Members of **Religare Housing Development Finance Corporation Limited** will be held on Monday, June 23, 2014 at 10.30 a.m. at the Registered Office of the Company at D3, P3B, District Centre, Saket, New Delhi - 110017, to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Account, Profit & Loss Statement for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors' thereon.
2. To appoint a director in place of Mr. Anil Saxena who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s Price Waterhouse, Chartered Accountants (Firm Registration Number 301112E), as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration

### **SPECIAL BUSINESS**

#### **4. Appointment of Mr. Sunil Kumar Garg as Director**

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

**"RESOLVED THAT** in accordance with the provisions of Section 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 including any other statutory modification(s) or re-enactment thereof, for the time being in force, Mr. Sunil Kumar Garg, who was appointed as an Additional Director on December 10, 2013 and whose term of office expires at the commencement of this Annual General Meeting, pursuant to the provisions of the Companies Act, 2013 and the Articles of Association of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary, be and are hereby authorized to do all such acts, deeds and things (including delegation of authority), as they may in their absolute discretion deem necessary, proper or desirable and to sign, execute and file all such forms, deeds and documents with the Registrar of Companies, NCT of Delhi & Haryana and other Statutory and Regulatory Authorities, as may be necessary or expedient, for the purpose of giving effect to this Resolution."

#### **5. Authorization for Borrowing**

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 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. 5,000,000,000/- (Rupees Five Hundred Crores only) and to create security interest over its present or future properties/assets to secure the amount so borrowed.

**RESOLVED FURTHER THAT** the Directors 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."

**BY ORDER OF THE BOARD OF DIRECTORS**

*Ankit Jain*

Place: New Delhi  
Date: May 21, 2014

Ankit Kumar Jain  
Company Secretary  
Mem.No:A21893

Add: 62, Vijay Block,  
Laxmi Nagar, Delhi-92

**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 TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. 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 Annual General Meeting.
4. The Annual Report for the year ended March 31, 2014 containing, inter-alia, the Directors' Report, Auditors' Report and the audited financial statements are enclosed.
5. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxies form as prescribed under the Companies Act, 2013 is enclosed.
6. The Register of Directors' Shareholding will be available for inspection at the meeting.
7. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours between 10:00 A.M. to 1:00 P.M. except on holidays, upto the date of the Annual General Meeting.

**BY ORDER OF THE BOARD OF DIRECTORS**

*Ankit Jain*

Place: New Delhi  
Date: May 21, 2014

Ankit Kumar Jain  
Company Secretary  
Mem.No:A21893

Add: 62, Vijay Block,  
Laxmi Nagar, Delhi-92

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

**Item No 4**

The Board of Directors of the Company ("The Board") in its meeting held on December 10, 2013, pursuant to the provision of Section 260 of the Companies Act, 1956 (the Act), appointed Mr. Sunil Kumar Garg as an Additional Director of the Company to hold office till the conclusion of ensuing Annual General Meeting.

The Company is in receipt of Notice under Section 160 of the Companies Act, 2013 proposing his candidature as Director of the Company.

The Director proposed, if appointed, shall be liable to retire by rotation under the provisions of Section 152 of the Act.

The Board accordingly recommends the ordinary resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

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

**Item No 5**

The Members of the Board 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 Board in its meeting held on December 20, 2010 had approved the Borrowing limit upto Rs. 500 Crores and the shareholders had approved the same vide their resolution dated January 17, 2011.

The shareholders are further requested to note that, in clarification to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Ministry of Corporate affairs vide its notification dated March 25, 2014, informed all stake holders that the resolution pertaining to borrowings passed earlier by the Companies under Section 293(1)(d) of the Companies Act, 1956 shall remain valid till September 12, 2014 and the borrowing limits are required to be revalidated by the shareholders again on or before September 12, 2014.

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.

BY ORDER OF THE BOARD OF DIRECTORS

*Ankit Jain*

Place: New Delhi  
Date: May 21, 2014

Ankit Kumar Jain  
Company Secretary  
Mem.No:A21893  
Add: 62, Vijay Block,  
Laxmi Nagar, Delhi-92