

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 Monday, June 23, 2014, at 4:00 P.M. at the registered office of the Company at D3, P3B, District Centre, Saket, New Delhi-110017 to transact the following businesses:

AUTHORISATION FOR ISSUANCE OF DEBENTURES ON PRIVATE PLACEMENT BASIS

To consider and, it 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. 150 Crores (Rupees One Hundred Fifty 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.

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

**Place : New Delhi
Dated : June 20, 2014**

Ankit Jain
**Ankit Kumar Jain
Company Secretary
Mem. No: A21893
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 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.

Accordingly, the Board recommends the proposed resolution set out at item No. 1 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.

For **Religare Housing Development
Finance Corporation Limited**

Place : New Delhi
Dated : June 20, 2014

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

