

**RELIGARE HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED**

**Registered Office: D3, P3B, District Centre, Saket, New Delhi – 110017**

**Corporate office : 9th Floor, Tower B, Paras Twin Towers, Golf Course Road,**

**Sector-54, Gurgaon - 122002**

**CIN No. – U74899DL1993PLC054259, Phone: +91-11-3941 1411, 1860-3000-4111**

**E-mail: [homeloans@religare.com](mailto:homeloans@religare.com), [customerservice@religare.com](mailto:customerservice@religare.com)**

**Website: [www.religarehomeloans.com](http://www.religarehomeloans.com)**

**NOTICE**

**NOTICE** is hereby given that the Twenty Third Annual General Meeting of the Members of **Religare Housing Development Finance Corporation Limited (RHDFCL/Company)** will be held on Tuesday, August 30, 2016 at 12.30 p.m. at the Unit No. 401, 4th Floor, Southern Park, Saket District Centre, New Delhi 110 017, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive consider and adopt the annual audited financial statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Anil Saxena (01555425) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s Price Waterhouse, Chartered Accountants (Firm Reg No: 301112E), as the Statutory Auditors of the Company to hold office from the conclusion of ensuing annual general meeting until the conclusion of the annual general meeting of the Company to be held for financial year 2016-2017 and fix their remuneration.

**SPECIAL BUSINESS:**

**4. AUTHORIZATION FOR ISSUANCE OF DEBENTURES**

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 on September 14, 2015 by the shareholders of the Company and 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 any amendment thereof, 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 a) 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.

5. **AUTHORIZATION TO INCREASE IN BORROWINGS LIMIT FROM RS. 1500 CRORE TO RS. 3000 CRORE.**

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 (‘the Act’ hereinafter) and all other applicable provisions, if any, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of monies which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 3000 Crores (Rupees Three Thousand Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company of the Company be and is hereby authorized to take steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

6. **AUTHORISATION UNDER SECTION 180(1)(a).**

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)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create mortgage, hypothecation and /or charge, assign receivables, in addition to the mortgages, hypothecations and/or charges created/to be created, receivables assigned by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and /or immovable, tangible and/or intangible properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on pre-payment, remuneration of agent(s)/ trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation /fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into/to be entered into between the Company and the lender(s)/agent(s)/trustees, in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s)/ agent(s)/trustee(s).”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board is authorized to finalize, settle and execute such

documents/deeds/writings/papers/agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid and also to delegate all or any of the above powers to the Committee of Directors of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution”

## **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, 2016 containing, inter-alia, the Directors’ Report, Auditors’ Report and the audited financial statements are enclosed and are also available at website of the Company.
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 as prescribed under Companies Act, 2013 will be available for inspection at the AGM.
7. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours between 9:00 A.M. to 6:00 P.M. except on holidays, upto the date of the Annual General Meeting. Notice is also available at website of the Company at [www.religarehomeloans.com](http://www.religarehomeloans.com)
8. Landmark for location of meeting is Select City Mall, Saket, New Delhi. Route map of the location is enclosed and posted on website of the Company.

**BY ORDER OF THE BOARD OF DIRECTORS**

**Place: Noida  
Date: July 27, 2016**

**Sd/-  
Ankit Kumar Jain  
Company Secretary  
Mem.No:A21893**

**Add: 105, Sidhi Vinayak Appt,  
Sector-55, Gurgaon, Haryana**

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

**Item No 4**

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. 300 Crore by way of resolution dated September 14, 2015 and considering the future expansion plans, it is proposed to revalidate the Shareholders approval for issuance of Debentures.

Accordingly, the Board recommends the proposed resolution set out at item No. 4 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. 5**

In terms of provisions of section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in a general meeting, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and its free reserves.

The members in their Extra ordinary General Meeting held on October 29, 2014 had accorded their consent under section 180(1)(c) of the Companies Act, 2013 as applicable at that time, to the Directors for borrowing moneys up to a limit of Rs. 1500 crores (excluding temporary loans obtained from the Company's bankers in the ordinary course of business).

Taking into account the future finance requirements for growth plans and expansion programs being contemplated and undertaken by the Company and to cater to the working capital needs, a fresh resolution is proposed providing that, in addition to the Company's existing borrowings, the Directors may, for and on behalf of and for the purpose of the Company, borrow further sums of money amounting in the aggregate to a sum not exceeding Rs. 3000 crores.

Hence the members are requested to accord their approval for revising the borrowing power limit of the Board from Rs. 1500 crores to Rs. 3000 crores.

Your Directors recommend the above **Special Resolution** for your approval.

None of the Directors, Key Managerial Persons of the Company and their relatives are concerned or interested in the resolution.

**Item No. 6**

The members are informed that keeping in view the increasing business operations and future growth plans, Company will generally be availing various credit facilities by way of bank loans, commercial papers, debentures etc. as per the overall borrowing limit of Rs. 3,000 Crores approved by the shareholders under Section 180(1)(C) of the Companies Act, 2013.

It is now proposed to give powers to the Board for creating charges on the properties of the Company and assigning receivables. The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties, receivables of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favor of the lenders/agent(s)/trustees, with a power to take over the management of the business and concern of the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1) (a) of the Companies Act, 2013.

Being in the interest of the Company, the Board, therefore, recommend the above resolution for approval of members by way of a **Special Resolution**.

None of the Directors is in any way interested or concerned in the said Resolution.

**BY ORDER OF THE BOARD OF DIRECTORS**

**Place: Noida**  
**Date: July 27, 2016**

**Sd/-**  
**Ankit Kumar Jain**  
**Company Secretary**  
**Mem. No: A21893**

**Add: 105, Sidhi Vinayak Appt,**  
**Sector-55, Gurgaon, Haryana**

**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)

Name of the Member(s) : \_\_\_\_\_  
 Registered address : \_\_\_\_\_  
 E-mail Id : \_\_\_\_\_  
 Folio No. \_\_\_\_\_ DP ID & Client ID\*.  
 \_\_\_\_\_

I / We, being the member(s) of ..... Shares of Religare Housing Development Finance Corporation Limited, hereby appoint

1. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
 \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_ Signature: \_\_\_\_\_  
 \_\_\_\_\_

or failing him

2. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
 \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_ Signature: \_\_\_\_\_  
 \_\_\_\_\_

or failing him

3. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
 \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_ Signature: \_\_\_\_\_  
 \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) either for or against each resolution for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, August 30, 2016 at 12.30 P.M. at Unit No. 401, 4th Floor, Southern Park, Saket District Centre, New Delhi 110017 and at any adjournment thereof in respect of such resolution as indicated below:

Resolution No	Resolution	Optional**	
		For	Against
<b>Ordinary Business:</b>			
1	To receive consider and adopt the annual audited financial statements of the Company for the financial year		

	ended March 31, 2016 and the Reports of the Board of Directors and the Auditors thereon.		
2	To appoint a director in place of Mr. Anil Saxena (01555425) who retires by rotation and being eligible offers himself for re-appointment.		
3	To ratify the appointment of M/s Price Waterhouse, Chartered Accountants (Firm Reg No: 301112E), as the Statutory Auditors of the Company to hold office from the conclusion of ensuing annual general meeting until the conclusion of the annual general meeting of the Company to be held for financial year 2016-2017 and fix their remuneration.		
<b>Special Business:</b>			
4	Authorization for issuance of Debentures		
5	Authorization for increase in Borrowing limits		
6	Authorization under section 180 (1) (a)		

\*Applicable for investors holding shares in electronic form.  
Signed this .....day of ..... 2016.

Affix Re. 1 Revenue Stamp
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\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of first proxy holder      Signature of second proxy holder      Signature of third proxy holder

**Notes:**

(1) 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.

(2) A Proxy need not be a member of the Company.

(3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

\*\* (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

(5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

(6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



ATTENDANCE SLIP

**RELIGARE HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED**  
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**Corporate office : 9th Floor, Tower B, Paras Twin Towers, Golf Course Road,**  
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**CIN No. – U74899DL1993PLC054259, Phone: +91-11-3941 1411, 1860-3000-4111**  
**E-mail: [homeloans@religare.com](mailto:homeloans@religare.com), [customerservice@religare.com](mailto:customerservice@religare.com)**  
**Website: [www.religarehomeloans.com](http://www.religarehomeloans.com)**

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.: \_\_\_\_\_ ID & Client ID\*:

\_\_\_\_\_

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

I/We hereby record my/our presence at the Annual General Meeting of the Company held on Tuesday, August 30, 2016 at 12.30 P.M. at Unit No. 401, 4th Floor, Southern Park, Saket District Centre, New Delhi 110 017

Signature of the Shareholder or Proxy\*\*

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\*Applicable for investors holding shares in electronic form.

\*\*Strike out whichever is not applicable

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# Route Map | Religare

AGM Venue: Unit No. 401, 4th Floor, Southern Park, Saket District Centre, New Delhi 110 017

