



RELIGARE HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

Registered Office: 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi – 110019

**Corporate office : 9th Floor, Tower B, Paras Twin Towers, Golf Course Road,
Sector-54, Gurugram – 122002**

**CIN No. – U74899DL1993PLC054259, Phone: +91-11-46272400,
Fax: +91 11 46272447**

E-mail: corporateaffairs@religare.com

Website: www.religarehomeloans.com

NOTICE FOR THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting ('EGM') of the Members of **Religare Housing Development Finance Corporation Limited ('RHDFCL/ the Company')** will be held on Thursday, December 6, 2018 at 1st Floor, Plot No. A-3/4/5, Prius Global, Sector 125, Noida – 201301 at 12:00 noon at shorter notice to transact the following **special business**:

SPECIAL BUSINESS

1. SALE/ ASSIGNMENT/ SECURITIZATION OF LOAN RECEIVABLES OF RELIGARE HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

To consider and approve the proposed matter and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution under Section 180 (1) (a) of the Companies Act, 2013**:

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 ("Act") and the rules therein (including any amendments thereto or re-enactment thereof), any applicable regulations / norms / circulars / directions / instructions prescribed / issued by the National Housing Bank from time to time or any other regulators or any competent authorities, subject to any other approval(s)/ confirmation(s) as may be required in this regard from any relevant regulatory authority(ies) and clarifications issued thereon from time-to-time, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) or to person(s) as may be authorized by the Board to **sell /assign/securitize loan receivables of the Company due**



from borrowers from time to time provided that the aggregate amounts of such transactions to sell/ assign/securitize loan receivables shall not exceed INR 150 Crores in a financial year.

RESOLVED FURTHER THAT Board or any person(s) as authorized by the Board be and are hereby authorized to finalize, negotiate the terms & conditions, approve, modify, finalize, sign and execute any agreement, power of attorney and any such other transaction documents as may be required to give effect to this Resolution including any application, indemnity and all renewals and/or amendments thereto, including any registration of the transaction documents with any statutory / regulatory authority, quasi-judicial authority as may be required to give effect to the said Resolution.

**By order of the Board of Directors
For RELIGARE HOUSING DEVELOPMENT
FINANCE CORPORATION LIMITED**

Sd/-

**Mr. Kamal Kumar Kaushik
Chief Executive Officer**
Add: 9th Floor, Tower B, Paras
Twin Towers, Golf Course Road,
Sector-54, Gurugram – 122002

**Place: Gurugram
Date: 03.12.2018**

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 EGM is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of member not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
3. The instrument of proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of meeting.
4. 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 EGM.
5. Members / Proxies should fill in the attendance slip for attending the EGM. Attendance slip and the proxy form as prescribed under the Companies Act, 2013 is enclosed with the Notice.
6. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours between 9:00 A.M. to 6:00 P.M. on working days except on holidays, up to the date of the EGM. Notice is also available at website of the Company at www.religarehomeloans.com.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat accounts(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. The meeting is being called at shorter notice on **December 6, 2018 at 12:00 noon.**
9. Landmark for location of meeting is behind Amity University, Sector-125, Noida. Route map of the location is enclosed and posted on website of the Company.

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

ITEM NO. 1

SALE/ ASSIGNMENT/ SECURITIZATION OF LOAN RECEIVABLES OF THE COMPANY

PURPOSE OF THE TRANSACTION:

The Board of Directors of your Company through a resolution by circulation passed on December 3, 2018 have accorded its approval to the assignment transactions of Company's loan portfolio through which the Company is planning to generate the liquidity to meet the repayment schedule of market liabilities. Further, the Board through the above said resolution passed through circulation has also constituted an **Asset Monetization Committee (AMC)** for the purpose of taking the decision relating to any assignment / securitization / sale / transfer of receivables in the best interest of the Company.

The Members are further requested to note that Board through a resolution by circulation passed on December 3, 2018 has *inter-alia* approved the proposal to securitize loan receivables by way of sale/ assignment /securitization etc for an amount not exceeding INR 150 Crore in the books of RHDFCL in one financial year. The approval from the Board was obtained subject to the approval of shareholders, requisite regulatory and other approvals, as the case may be.

Section 180 (1) (a) Of the Companies Act 2013 ("the Act") , provides that the Board of Directors of a Company shall not except with the consent of the Company in General meeting, by way of special resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company.

"undertaking" shall mean an undertaking in which the investment of the Company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the company during the previous financial year;

Since, proposed Sale/Assignment/ Securitization of loan receivables may result in disposal of undertaking in terms of Section 180 (1) (a) of the Act , hence the resolution is proposed to seek the permission of the members for empowering the Board of Directors or Committee constituted by the Board or any person(s) authorized by the Board of Directors to securitize loan receivables by way of sale/ assignment/ securitization from time to time for the purpose of



honoring the Company's liabilities provided that aggregate amounts of such transaction outstanding at any point of time shall not exceed INR 150 Crores in any one financial year.

The objective of portfolio sale/assignment is to improve the liquidity to ensure timely payment of our liabilities and to originate fresh business. Current liquidity crisis amongst HFC gave enamours opportunity to source quality business at attractive rates .

Further, the Company ability to raise the fresh loans is also impacted due to rating downgrade because of Religare Finvest Limited (RFL) issues. In such scenario and considering liquidity crises in the market sale/assignment is the suitable option for us to address the current liquidity issues.

The Board recommends the above resolution in Item No. 1 for your approval by way of **special resolution**.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship.

**By order of the Board of Directors
For RELIGARE HOUSING DEVELOPMENT
FINANCE CORPORATION LIMITED**

Sd/-

Mr. Kamal Kumar Kaushik
Chief Executive Officer
Add: 9th Floor, Tower B, Paras
Twin Towers, Golf Course Road,
Sector-54, Gurugram – 122002

Place: Gurugram
Date: 03.12.2018



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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 Extra-Ordinary General Meeting of the Company to be held on Thursday, December 6, 2018 at 1st Floor, Plot No. A-3/4/5, Prius Global, Sector 125, Noida - 201301 at 12:00 noon at shorter notice, and at any adjournment thereof in respect of such resolution as indicated below:

Resolution No	Resolution	Optional**	
		For	Against
Special Business:			
1.	Sale/ Assignment / Securitization of loan receivables of the Company for amount not exceeding INR 150 crores in any one financial year		

*Applicable for investors holding shares in electronic form.

Signed thisday of 2018.

Affix Re. 1 Revenue Stamp

 Signature of shareholder

Signature of Proxy Holder(s)

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.

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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 Thursday, December 6, 2018 at 1st Floor, Plot No. A-3/4/5, Prius Global, Sector 125, Noida – 201301 at 12:00 noon at shorter notice.

Signature of the Shareholder or Proxy**:

*Applicable for investors holding shares in electronic form.

**Strike out whichever is not applicable



THE COMPANIES ACT, 2013

Consent by Shareholder for Shorter Notice

[Pursuant to section 101(1) of the Companies Act, 2013]

To,

**The Board of Directors
Religare Housing Development Finance Corporation Limited
2nd Floor, Rajlok Buidling,
24, Nehru Place, New Delhi- 110019**

I/We, *[Name of member]* having its Registered Office at ----- holding ----- Equity shares of Rs. --- each, which constitutes ----- of the paid up equity share capital in Religare Housing Development Finance Corporation Limited, in its own name and / or through its nominees, hereby give consent pursuant to Section 101(1) of the Companies Act, 2013, to hold the Extra-Ordinary General Meeting of Religare Housing Development Finance Corporation Limited, on Thursday, December 6, 2018 at 1st Floor, Plot No. A-3/4/5, Prius Global, Sector 125, Noida – 201301at 12:00 noon at a shorter notice period.

For _____

Name:

Designation:

Dated:

Route Map | Religa



Map data ©2018 Google 100 m

Landmark: Behind Amity College