

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, customerservice@religare.com

Website: www.religarehomeloans.com

NOTICE

NOTICE is hereby given that the next Extra Ordinary General Meeting of the Members of **Religare Housing Development Finance Corporation Limited (RHDFCL/Company)** will be held on Friday, July 15, 2016, at 3:30 p.m. at Tower A, Plot No. 3, 4 & 5, GYS Global, Sector 125, Noida-201301 to transact the following special business:

ITEM NO.1

TO SHIFT REGISTERED OFFICE OF THE COMPANY FROM THE NATIONAL CAPITAL TERRITORY (NCT) OF DELHI TO STATE OF MAHARASHTRA

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

“RESOLVED THAT pursuant to the provisions of Section 12(5), 13(4) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment thereof for the time being in force) and subject to the approval of the Central Government (Power delegated to Regional Director), and such other regulatory approvals, permissions and sanction, as may be required under the provisions of the said Act or under any other law / regulations / guidelines prescribed by the National Housing Bank (NHB) for the time being in force or any statutory modification or amendment thereof, subject to any consent (prior / post) / notification or intimation of/ from / to any investors, creditors, lenders etc., if required, in terms of any contractual obligations/ covenant prescribed by the investors / lenders etc., the consent of shareholders be and is hereby accorded for shifting of registered office of the Company from the National Capital Territory (NCT) of Delhi to State of Maharashtra .

RESOLVED FURTHER THAT upon shifting of the registered office being effective, the existing Clause II of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause II:

II. “The Registered Office of the Company will be situated in the State of Maharashtra.”

RESOLVED FURTHER THAT once the aforesaid resolution comes into effect, the Registered Office of the Company will be shifted from the National Capital Territory (NCT) of Delhi to such place in the State of Maharashtra as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), Company Secretary of the Company, be and are hereby severally authorized, to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise while according approval, consent as may be considered necessary, to appoint counsels/ consultants/ advisors, to sign, execute and file and/ or modify including withdrawal all such forms, papers, application, petition, affidavit, indemnity, undertaking and documents with statutory / regulatory authorities, any other government authorities, as may be required under the Companies Act, 2013 and any statutory amendment(s) thereof and to represent the Company in all other matters incidental thereto as may be considered necessary and expedient including delegation of authority by way of letter of authority / power of attorney to any other persons, to issue notice/advertisements including but not limited to Publication of Notice in Newspaper(s), obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

BY ORDER OF THE BOARD OF DIRECTORS

Place: Gurgaon
Date: 20.06.2016

Sd/-
Ankit Kumar Jain
Company Secretary
Mem.No:A21893
Add: 105, Sidhi Vinayak
Appt. Sector-55,
Gurgaon, Haryana

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 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.** 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. 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.
4. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxies form as prescribed under the Companies Act, 2013 is enclosed.
5. The documents referred to in the proposed resolution will be available for inspection at the Registered Office of the Company during business hours. The Register as prescribed under Companies Act, 2013 will be available for inspection at the EGM.
6. 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 holding should be obtained from the concerned Depository Participant and holdings should be verified.
7. The Notice of the EGM will be available on the Company's website: www.religarehomeloans.com.
8. Landmark for location of meeting is Near Amity University, Sector 125, Noida. Route map of the location is posted on website of the Company

BY ORDER OF THE BOARD OF DIRECTORS

Place: Gurgaon
Date: 20.06.2016

Sd/-
Ankit Kumar Jain
Company Secretary
Mem.No:A21893
Add: 105, Sidhi Vinayak
Appt. Sector-55,
Gurgaon, Haryana

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

ITEM NO.1

**TO SHIFT REGISTERED OFFICE OF THE COMPANY FROM THE NATIONAL CAPITAL
TERRITORY (NCT) OF DELHI TO STATE OF MAHARASHTRA**

The Members are requested to note that currently the Company's Registered Office is located at National Capital Territory (NCT) of Delhi.

The Board of Directors of the Company at their meeting held on May 23, 2016 considered and approved the proposal for the shifting of the Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Maharashtra" to carry on the business of the Company more economically, efficiently and with a view to have better operational convenience. Further, Mumbai is a hub of Financial Services Industry and head offices of key regulatory bodies such as Reserve Bank of India and SEBI having head offices in Mumbai, it will facilitate smooth and regular interface with the key regulatory bodies.

The Members are requested to note that the proposed shifting will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

As per provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, such shifting of Registered Office requires the Company to alter Memorandum of Association of the Company and to obtain necessary approval of the Shareholders by way of special resolution.

Accordingly, it is proposed that Clause II of the Memorandum of Association be amended to state that the registered office of the Company be situated in the State of Maharashtra.

The Board of Directors of Company recommends the resolution proposed at Item No. 1 for the approval of Shareholders 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

**Place: Gurgaon
Date: 20.06.2016**

**Sd/-
Ankit Kumar Jain
Company Secretary
Mem.No:A21893
Add: 105, Sidhi Vinayak
Appt. Sector-55,
Gurgaon, Haryana**

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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 Friday, July 15, 2016 at 3.30 P.M. at Tower A, Plot No. 3, 4 & 5, GYS Global, Sector 125, Noida-201301 and at any adjournment thereof in respect of such resolution as indicated below:

Resolution No	Resolution	Optional**	
		For	Against
Ordinary Business:			
1	To shift registered office of the Company from the National Capital Territory (NCT) of Delhi to State of Maharashtra		

*Applicable for investors holding shares in electronic form.

Signed thisday of 2016.

Affix Re. 1 Revenue Stamp

Signature of shareholder

Signature of first proxy holder
proxy holder

Signature of second proxy holder

Signature of third

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

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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.: _____ ID & Client ID*:

No. of Shares held: _____

I/We hereby record my/our presence at the Extra ordinary General Meeting of the Company held on Friday, July 15, 2016 at 3.30 P.M. at Tower A, Plot No. 3, 4 & 5, GYS Global, Sector 125, Noida-201301

Signature of the Shareholder or Proxy**

*Applicable for investors holding shares in electronic form.

**Strike out whichever is not applicable

