

RELIGARE WEALTH MANAGEMENT LIMITED

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

CIN No.: U74999DL2007PLC160580

Phone: +91-11-39125000 | Fax No.: +91 11 39126575

E-mail: corporateaffairs@religare.com | Website: www.religareprivatewealth.com

NOTICE

NOTICE is hereby given that the 8th Annual General Meeting of the members of Religare Wealth Management Limited will be held on Thursday, 11th Day of September, 2014 at 9.00 A.M. at D3, P3B, District Centre, Saket, New Delhi – 110 017 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the Reports of the Directors and Auditors thereon
2. To appoint a Director in place of Mr. Shachindra Nath who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Anil Saxena who retires from office by rotation and being eligible, offers himself for re-appointment.
4. To appoint 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 next Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS

5. To appoint Mr. Sunil Kumar Garg as Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 161 and all other applicable provisions, if any of the Companies Act, 2013 including any other statutory modification(s) or re-enactment there-of, for the time being in force, Mr. Sunil Kumar Garg, who was appointed as Additional Director of the company w.e.f. 26th November, 2013, pursuant to the provisions of the Companies Act, 1956 and the Articles of Association of the Company, be and is hereby appointed as a Director of the Company, and is liable to retirement by rotation.”

6. To Appoint Mr. Jayant Manglik as Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 161 and all other applicable provisions, if any of the Companies Act, 2013 including any other statutory modification(s) or re-enactment there-of, for the time being in force, Mr. Jayant Manglik, who was appointed as Additional Director of the company w.e.f. 26th November, 2013, pursuant to the provisions of the Companies Act, 1956 and the Articles of Association of the Company, be and is hereby appointed as a Director of the Company, and is liable to retirement by rotation.”

7. To Appoint Mr. Bikram Singh Yadava as Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 161 and all other applicable provisions, if any of the Companies Act, 2013 including any other statutory modification(s) or re-enactment there-of, for the time being in force, Mr. Bikram Singh Yadava, who was appointed as Additional Director of the company w.e.f. 26th November, 2013, pursuant to the provisions of the Companies Act, 1956 and the Articles of Association of the Company, be and is hereby appointed as a Director of the Company, and is liable to retirement by rotation.”

Registered office:
D-3, P3B, District Centre,
Saket, New Delhi - 110017
Date: August 14, 2014

By Order of the Board
For **Religare Wealth Management Limited**

Sd/-

Basab Mitra
(Managing Director)

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT 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.**
2. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the General Meeting.
3. Members/ Proxies should fill in the attendance slip for attending the Meeting.
4. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

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

The following statement sets out all material facts relating to certain Special Businesses mentioned in the accompanying Notice:

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

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, Mr. Sunil Kumar Garg, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. November 26, 2013 and who holds office up to the date of this Annual General meeting and in respect which the Company has received a notice in writing from Mr. Sunil Kumar Garg, for being appointed as Director of the Company, be and is hereby elected and appointed as a Non-Executive Director, whose period of office shall be liable to determination by retirement of directors by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, Mr. Jayant Manglik, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. November 26, 2013 and who holds office up to the date of this Annual General meeting and in respect which the Company has received a notice in writing from Mr. Jayant Manglik, for being appointed as Director of the Company, be and is hereby elected and appointed as a Non-Executive Director, whose period of office shall be liable to determination by retirement of directors by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, Mr. Bikram Singh Vadava, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. November 26, 2013 and who holds office up to the date of this Annual General meeting and in respect which the Company has received a notice in writing from Mr. Bikram Singh Yadava, for being appointed as Director of the Company, be and is hereby elected and appointed as a Non-Executive Director, whose period of office shall be liable to determination by retirement of directors by rotation.”

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