

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 **9th Annual General Meeting** of the Members of Religare Wealth Management Limited (the “**Company**”) will be held on Monday, September 14, 2015 at 2.30 P.M. at the Registered Office of the Company i.e. D3, P3B, District Centre, Saket, New Delhi - 110017, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Director in place of Mr. Sunil Kumar Garg (DIN: 01179441), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint the Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139(1) and Section 142(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, as amended from time to time M/s Price Waterhouse (Firm Registration No. 301112E), Chartered Accountants, be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors”.

SPECIAL BUSINESS

4. **Adoption of New Set of Articles of Association of the Company containing Articles in conformity with the Companies Act, 2013:**

To adopt new set of Articles of Association containing Articles in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the company and subject

to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions agreed to, by the Board of Directors of the Company, the draft Articles contained in the Articles of Association which are available for public inspection at the registered office of the Company and as placed before the shareholders in the meeting be and are hereby approved and adopted in substitution and to the entire exclusion, of the regulation contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to undertake all such acts, deeds, matters and things to finalize and execute all acts, deeds, matters and things such as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of the Directors of the Company or to any Director of the Company or to any officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

5. Appointment of Ms. Gita Nayyar as an Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Ms. Gita Nayyar (DIN: 07128438), Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to March 25, 2020, not liable to retire by rotation.

RESOLVED FURTHER THAT Directors of the Company, be and are hereby severally authorized 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. Appointment of Mr. Padam Bahl as an Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (‘Act’) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act Mr. Padam Bahl (DIN: 01314395), Director of the Company who has submitted a declaration that he meets the criteria for independence as

provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to March 25, 2020 not liable to retire by rotation.

RESOLVED FURTHER THAT Directors of the Company, be and are hereby severally authorized 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.”

By Order of the Board

For **Religare Wealth Management Limited**
(formerly Religare Macquarie Wealth Management Limited)

Place: New Delhi
Date: August 20,2015

Sd/-
Nitin Jain
Managing Director
Add: D3,P3B, District Centre,
Saket, New Delhi - 110017

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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. THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The relevant explanatory statement pursuant to Section 102 of Companies Act, 2013 relating to the special business to be transacted at the Meeting is attached hereto.
3. Corporate Members intending to send their authorised 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 Meeting.
4. Members / Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
5. The Statutory Registers required to be kept open for inspection under the Act read with rules made thereunder at Annual General Meeting of the Company, will be available for inspection by the members at the Annual General Meeting.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during the business hours on all working days up to and including the date of the Annual General Meeting of the Company.
7. The landmark of the venue of the meetings is back side of DLF Mall, Saket, New Delhi. The Route map is enclosed with the Notice

By Order of the Board

**For Religare Wealth Management Limited
(formerly Religare Macquarie Wealth Management Limited)**

**Place: New Delhi
Date: August 20,2015**

**Sd/-
Nitin Jain
Managing Director
Add: D3,P3B, District Centre,
Saket, New Delhi - 110017**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO.4

Adoption of new set of Articles of Association:

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to the specific provisions of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (the "Act"). The Act is now largely in force with the Rules enacted thereon.

Hence, with the new Act coming into force and considering most of the sections under the Companies Act, 2013 been notified by the Ministry of Corporate Affairs it is expedient to replace existing AoA by adopting new set of AoA.

The new AoA to be substituted in place of existing AoA are based on the Table F of the Schedule 1 of the Act which set out the model Articles of Association for a company limited by shares.

The proposed new draft AoA is also available for inspection at the Registered Office of the Company on all working days except Saturday's between 9.00 a.m. to 5.00 p.m. upto the date of the AGM and will also be available for inspection at AGM.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

ITEM NO.5 &6

Appointment of Ms. Gita Nayyar and Mr. Padam Bahl as Independent Directors:

The members are informed that the Board has appointed Mr. Padam Bahl and Mr. Gita Nayyar as Additional Directors ('Non-executive and Independent) of the Company under the provisions of Sections 149, 152, Schedule IV of the Companies Act, 2013 ('the Act') w.e.f. March 26, 2015 to hold office up to the date of this Annual General Meeting of the Company and whose office is not liable to retire by rotation.

Pursuant to the provisions of section 160 of the Act, the Company has received candidatures from Religare Securities Limited, holding company, proposing appointment of Mr. Padam Bahl and Ms. Gita Nayyar as Independent directors of the Company and to hold office of Directors for five consecutive years from March 26, 2015 i.e. for a term upto March 25, 2020.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Padam Bahl and Ms. Gita Nayyar, respectively as Independent Directors is now being placed before the Members for their approval. The terms and conditions of their appointment are available for inspection without any fee by the members at the

Company's registered office during normal business hours on all working days up to the date of the AGM.

In the opinion of the Board of Directors, Mr. Padam Bahl and Ms. Gita Nayyar, the Independent Directors proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and they are independent of the Management.

Disclosures as per Secretarial Standard – II is given as under:

| S. No. | Particulars | Information on Mr. Padam Bhal | Information on Ms. Gita Nayyar |
|--------|---|---|--|
| 1. | Age | 63 Years | 52 Years |
| 2. | Qualification | B.Com from Kurukshetra University LLB from Guru Nanak Dev University Member of Institute of Chartered Accountants of India | BA(Hons) Economics from Delhi University Master's in Business administration from Amos Tuck School of Business Administration, Dartmouth College, USA |
| 3. | Experience | More than 27 years of experience | More than 27 years of experience |
| 4. | Terms and Conditions for appointment | The terms and conditions of appointment are as mentioned in the Letter of Appointment which is available for inspection at the Registered Office of the Company | The terms and conditions of appointment are as mentioned in the Letter of Appointment which is available for inspection at the Registered Office of the Company |
| 5. | Details of Remuneration to be paid | Nil | Will receive sitting fees of Rs. 40,000 per board and committee meeting, subject to TDS |
| 6. | Details of Remuneration last drawn | Nil | Nil |
| 7. | Date of First appointment on the Board | March 26, 2015 | March 26, 2015 |
| 8. | Shareholding in the Company | Nil | Nil |
| 9. | Relationship with other directors, Manager and Key Managerial Personnel | Nil | Nil |
| 10. | Number of Board meeting attended during the year i.e. 2014-15 | Nil as Mr. Bahl was appointed on the Board w.e.f. March 26, 2015 | Nil as Mr. Nayyar was appointed on the Board w.e.f. March 26, 2015 |
| 11. | Details of other directorships | Please refer <u>Annexure-A</u> attached to this notice | Please refer <u>Annexure-A</u> attached to this notice |
| 12. | Membership/Chairmanship of Committees of other Boards | | |
| 13. | Justification for choosing the candidate as Independent director | Mr. Bahl is practicing as a Chartered Accountant and an Income Tax Advisor since 1979 and has more than 27 years of work experience. He was the Chairman of the Northern India Regional Council, Institute of | Ms. Nayyar has more than 27 years of experience across global financial services sector in corporate banking, investment and wealth Management services. Her valuable experience and guidance to the management will |

| | | | |
|----|------------------------|--|---|
| | | Chartered Accountants of India, Amritsar Branch. He was also a member of the Income Tax Advisory Committee, Amritsar Chapter. His valuable experience and guidance to the management will help the business growth of the Company. | help the business growth of the Company. |
| 14 | Performance Evaluation | Since Mr. Bahl was appointed on the Board w.e.f March 26, 2015, the performance evaluation will be carried out for FY 2015-16 | Since Ms. Nayyar was appointed on the Board w.e.f March 26, 2015, the performance evaluation will be carried out for FY 2015-16 |

None of the other Directors of the Company and Key Managerial Personnel and their relatives are in any way concerned or interested in said Resolutions, except Mr. Padam Bahl and Ms. Gita Nayyar to the extent of their respective appointments.

The Board recommends the above resolutions for your approval of the members by way of Ordinary resolutions.

By Order of the Board

**For Religare Wealth Management Limited
(formerly Religare Macquarie Wealth Management Limited)**

**Place: New Delhi
Date: August 20,2015**

**Sd/-
Nitin Jain
Managing Director
Add: D3,P3B, District Centre,
Saket, New Delhi - 110017**

Annexure 1

A. Details of other directorships and committee positions of Mr. Padam Bahl

Other Directorships

| Sr. No. | Name of the Company/ LLP | Date of appointment |
|---------|--|---------------------|
| 1. | Religare Finvest Limited | 26/03/2007 |
| 2. | Religare Venture Capital Limited | 26/03/2007 |
| 3. | Religare Enterprises Limited | 9/4/2007 |
| 4. | Religare Securities Limited | 9/4/2007 |
| 5. | Dion Global Solutions Limited | 19/07/2007 |
| 6. | Religare Capital Markets Limited | 14/09/2009 |
| 7. | Religare Comtrade Limited | 21/06/2013 |
| 8. | RGAM Investment Advisers Private Limited | 1/9/2014 |
| 9. | Verne Developers Private Limited | 08/04/2008 |

Other Committee Positions

| S.No. | Name of Company | Name of Committee | Designation (Chairman/Member) |
|-------|----------------------------------|---|-------------------------------|
| 1. | Religare Enterprises Limited | Audit Committee | Chairman |
| | | Nomination & Remuneration Committee | Chairman |
| | | Investment and Borrowing Committee | Member |
| 2. | Religare Securities Limited | Audit Committee | Chairman |
| | | Nomination and Remuneration Committee | Chairman |
| 3. | Religare Finvest Limited | Audit Committee | Member |
| | | Nomination and Remuneration Committee | Member |
| | | Corporate Social Responsibility Committee | Member |
| 4. | Religare Venture Capital Limited | Audit Committee | Member |
| | | Nomination & Remuneration Committee | Chairman |
| 5. | Religare Capital Markets Limited | Audit Committee | Chairman |
| | | Nomination and Remuneration Committee | Chairman |
| 6. | Religare Comtrade Limited | Corporate Social Responsibility Committee | Member |

| | | | |
|----|--|---|----------|
| | | Audit Committee | Member |
| | | Nomination & Remuneration Committee | Chairman |
| 7. | Dion Global Solutions Limited | Audit Committee | Chairman |
| | | Nomination and Remuneration Committee | Chairman |
| | | Stakeholders Relationship Committee | Member |
| | | Share Allotment Committee | Member |
| | | Loan / Investment & Borrowing Committee | Member |
| | | Banking Operations Committee | Member |
| 8. | RGAM Investment Advisers Private Limited | Audit Committee | Member |
| | | Nomination & Remuneration Committee | Chairman |
| | | Corporate Social Responsibility Committee | Member |

B. Details of other directorships and committee positions of Ms. Gita Nayyar

Other Directorships

| Sr. No. | Name of the Company/ LLP | Original date of appointment |
|---------|----------------------------------|------------------------------|
| 1. | Religare Capital Markets Limited | 24/03/2015 |
| 2. | Religare Securities Limited | 31/03/2015 |
| 3. | Taj Sats Air Catering Limited | 27/07/2015 |
| 4. | Oriental Hotels Limited | 31/07/2015 |

Other Committee Positions

| S.No. | Name of Company | Name of Committee | Designation (Chairman/Member) |
|-------|-----------------------------|---|-------------------------------|
| 1. | Religare Securities Limited | Audit Committee | Member |
| | | Nomination & Remuneration Committee | Member |
| | | Corporate Social Responsibility Committee | Member |

| | | | |
|----|-------------------------------|---|--------|
| 2. | Religare Capital Markets Ltd. | Audit Committee | Member |
| | | Nomination and Remuneration Committee | Member |
| | | Risk Committee | Member |
| | | Corporate Social Responsibility Committee | Member |
| 3. | Taj Sats Air Catering Limited | Audit Committee | Member |
| | | Nomination and Remuneration Committee | Member |
| | | Corporate Social Responsibility Committee | Member |

Form No. 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]

CIN: U74999DL2007PLC160580

Name of the company: Religare Wealth Management Limited
Registered office: D3 P3B, District Centre, Saket, New Delhi-110017

| |
|--|
| Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID: |
|--|

I/We, being the member (s) ofshares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:....., or failing him

2. Name:
Address:
E-mail Id:
Signature:....., or failing him

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on 14 September 2015 at D3 P3B, District Centre, Saket, New Delhi-110017 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No | Resolution | Optional** | |
|---------------|--|------------|---------|
| | | For | Against |
| | Ordinary Business | | |
| 1 | To consider and adopt Audited Financial Statement of the Company for the financial year ended March 31, 2015 and the Report of the Board of Directors and the Auditors thereon | | |
| 2 | To appoint a Director in place of Mr. Sunil Kumar Garg (DIN: 01179441) who retires by rotation and, being eligible, offers himself for re-election | | |
| 3 | To re-appoint the Statutory Auditors and to fix their remuneration and in this regard | | |

| | | | |
|---|---|--|--|
| | Special Business | | |
| 4 | Adoption of New Articles of Association of the Company | | |
| 5 | Appointment of Ms. Gita Nayyar as an Independent Director | | |
| 6 | Appointment of Mr. Padam Bahl as an Independent Director | | |

Signed this..... day of..... 2015

Signature of shareholder

Signature of Proxy holder

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company before the commencement of the Meeting.