

## Notice

Notice is hereby given that the 19<sup>th</sup> Annual General Meeting of the Members of **Reliance Commercial Finance Limited** will be held on, Monday, 30<sup>th</sup> September 2019 at 5:00 p.m. at Reliance Centre, Off Western Express Highway, Santacruz (East), Mumbai 400 055, to transact the following business:

### Ordinary Business:

1. To consider and adopt:
  - a) the audited financial statement of the Company for the financial year ended March 31,2019 and the reports of the Board of Directors and Auditors thereon; and
  - b) the audited consolidated financial statement of the Company for the financial year ended March 31,2019 and the report of the Auditors thereon.
2. To approve, confirm and ratify the appointment of Auditors to fill the casual vacancy and in this regard, to consider and if found fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/s Sridhar & Associates (Firm Registration No. 134427W) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Price Waterhouse & Co. Chartered Accountants LLP, to hold office from June 28, 2019 till the conclusion of the 19<sup>th</sup> Annual General Meeting of the Company, at such remuneration, as shall be fixed by the Board of Directors of the Company be and is hereby approved, confirmed and ratified.”

3. To appoint Auditors and to fix remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Sridhar & Associates, Chartered Accountants (Firm Registration No. 134427W) be and hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Sixth Annual General Meeting from this Annual General Meeting at such remuneration as shall be fixed from year to year by the Board of Directors.”

### Special Business:

4. **Appointment of Shri SushilKumar Agrawal (DIN: 00400892) as an Independent Director of the Company.**

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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Shri Sushil Kumar Agrawal (DIN: 00400892) who qualifies being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act

from a member proposing his candidature for the office of Director along with the requisite deposit, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from August 7, 2019.”

**5. Appointment of Smt. Rashna Khan (DIN: 06928148) as an Independent Woman Director of the Company.**

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 Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Smt. Rashna Khan (DIN: 06928148) who qualifies being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director along with the requisite deposit, be and is hereby appointed as an Independent Woman Director of the Company, not liable to retire by rotation and to hold office for a term of 5(five) consecutive years commencing from May 21, 2019.”

**6. Appointment of Shri Sachin Bora (DIN: 07510730) as a Whole-time Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the relevant Rules made there under (including any statutory modification(s) or amendment(s) or re-enactment thereof, for the time being in force) (‘the Act’), and other applicable provisions of the law and Article of Association of the Company, Shri Sachin Bora (DIN: 07510730), who was appointed as an Additional Director by the Board of Directors of the Company on June 17, 2019 in the capacity of a Whole-Time Director and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 160 of the Act proposing his candidature for appointment along with the requisite deposit, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

“**RESOLVED FURTHER THAT** in pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act read with Schedule V and all other applicable provisions, if any, of the Act and the Rules made thereunder (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 such other sanctions as may be necessary, approval of the Members of the Company be and is hereby accorded to the appointment of Shri Sachin Bora (DIN: 07510730) as Whole-Time Director of the Company, for a period of 3 (three) years commencing from June 17, 2019. on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Shri Sachin Bora, subject to the same not exceeding the

limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the shareholders be informed that Shri. Sachin Bora will not draw any compensation which can be considered as managerial remuneration from the Company during the tenure of his appointment as Key Managerial Personnel of the Company apart from salary drawn in professional capacity as Chief Operating Officer of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**7. Appointment of Shri Dhananjay Tiwari (DIN: 08382961) as Executive and Whole-time Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the relevant Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (‘the Act’) and Articles of Association of the Company, Shri Dhananjay Tiwari (DIN: 08382961), who was appointed as an Additional Director by the Board of Directors of the Company on March 1, 2019, in the capacity of an Executive Director and who holds office upto the date of this Annual General Meeting (the “Meeting”) and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT in pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the “Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such sanctions, as may be necessary, approval of the Company, be and is hereby accorded to the appointment of Shri Dhananjay Tiwari (DIN: 08382961) as a Whole-time Director designated as Executive Director of the Company, for a period of 3 (three) years commencing from March 1, 2019, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Shri Dhananjay Tiwari, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Act and subject to such approvals as may be necessary, the Company is authorized to pay said remuneration as minimum remuneration to Shri Dhananjay Tiwari (DIN: 08382961) as Executive Director for the financial year, in which there is inadequacy or absence of profits, during the period of three years commencing from March 1, 2019 to March 1, 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **8. Issue of equity shares by conversion of debt**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act (“ the Act”) read with the Rules made thereunder, the Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (‘SEBI ICDR Regulations’), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (‘SEBI SAST Regulations’) SEBI(‘Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR Regulations’) (including any statutory modification(s), or re-enactments(s) thereof, for the time being in force), guidelines / circulars / notifications and / or any other schemes(s) issued by the Reserve Bank of India ) (RBI) from time to time (‘RBI Circulars’) and / or any other applicable rules / regulations / guidelines / notifications / amendments issued by the Government of India, SEBI, RBI, NHB or any other regulatory or other authorities and subject to such conditions(s) and modification(s) as may be prescribed by one or more of them while granting any approval(s), consent(s), permission(s) and / or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee which the Board has constituted or may constitute to exercise its power including the powers conferred under this Resolution or any other person duly authorised by the Board in this behalf) and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, issue and allot from time to time in one or more tranches, on preferential basis, such number of Equity Shares of the Company to the bank(s), financial institution(s), holders(s) of debt securities, other lender(s) or facility provider(s) of the Company (hereinafter referred to as the ‘ Lenders’ which word shall be deemed to include their successors and assigns, and any such Lender(s)); by full / part conversion of debt facilities availed by the Company by way of loan, debentures or otherwise in whatsoever form or nature, whether secured or unsecured comprising principal, interests, additional interest, compound interest, accumulated interest, liquidated damages, fees, and all other charges and monies payable by the Company both present and future (hereinafter collectively referred to as the “Loans”) in terms of the

agreements or other documents entered / to be entered into between the Company and the respective Lenders, in such manner and on such terms and conditions and at such prices, as the Board may, in its absolute discretion, deem appropriate.

**RESOLVED FURTHER THAT** the authority and liberty be and is hereby specifically conferred on the Board without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to finalise and decide, from time to time, the price and exact number of Equity Shares that may be issued and allotted to Lenders in full / part conversion of their Loans, in consultation with the Lenders as the case may be, in accordance with RBI Circulars or other provisions of law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take all actions including pursuing / implementing the full resolution plan finalised with the Lenders and to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, desirables, incidental or expedient and that the Board be and is hereby authorised to agree, make, accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit including condition(s), modification(s) and alteration(s) stipulated in the above Resolution or required by any relevant authority or under applicable laws, rules, regulations or guidelines and give such directions and instructions as may be necessary to resolve and settle all questions and difficulties that may arise in relation thereto including issuing clarifications to the concerned statutory, regulatory and other appropriate authorities (including but not limited to Lenders, SEBI, RBI, NHB, etc.) and to do all such acts, deed and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, to execute necessary documents and enter into contracts, arrangements and to authorise all such persons at the absolute discretion of the Board, as may be necessary, in connection therewith and incidental thereto without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) or authorised representatives of the Company, respectively and to do all such acts, deeds and things as may be required in connection with the aforesaid Resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental, regulatory and other appropriate authorities and to appoint any advisors, consultants for the purpose of implementation of the aforesaid Resolution.”

**9. Private Placement of Secured / Unsecured Non-Convertible Debentures and / or other Debt Securities**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (SEBI) (Issue and Listing of Debt Securities) Regulations, 2008, as amended, and other applicable SEBI regulations and guidelines and subject to such other applicable laws, rules and regulations and guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any duly constituted Committee of the Board) for making offer(s) or invitation(s) to subscribe to Secured / Unsecured / Redeemable / Non - Redeemable Non-Convertible Debentures (NCDs) including but not limited to subordinated Debentures, bond, and/or other debt securities, etc., on a private placement basis, in one or more series / tranches, within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby severally authorised to determine the terms of issue including the class of investors to whom NCDs are to be issued, time of issue, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium / discount, listing, redemption period, utilization of the issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds / documents / undertakings / agreements / papers / writings, as may be required in this regard.”

**By Order of the Board of Directors**

**Ekta Thakurel**

**Company Secretary & Compliance Officer**

**Registered Office:**

Reliance Centre, 6<sup>th</sup> Floor, South Wing,  
Off Western Express Highway,  
Santacruz (East), Mumbai 400 055  
CIN: U66010MH2000PLC128301  
Website: <https://www.reliancemoney.co.in/>

August 14, 2019

**Notes:**

1. Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Annual General Meeting (the "Meeting") is annexed hereto.
2. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of herself / himself and the proxy need not be a member of the Company. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the Meeting. A proxy form is sent herewith.**
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of their board resolution authorising their representatives to attend and vote on their behalf at the Meeting.
4. Members / Proxies are requested to bring their duly filled attendance slip sent herewith along with their copy of the annual report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays between 11:00 A.M. and 1:00 P.M. upto the date of Meeting.
8. The dividend on equity shares, as recommended by the Board of Directors, if declared at the Meeting, will be paid after the Meeting.
9. Members may please note that for shares in electronic form, bank particulars registered against their depository accounts will be used by the Company for payment of dividend. Members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change bank particulars or bank mandates for shares held in electronic form.
10. Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company / Registrar and Transfer Agent, KarvyFintech Private Limited.

**Statement pursuant to Section 102 (1) of the Companies Act, 2013 to the accompanying Notice dated 14<sup>th</sup> August, 2019.**

**Item No 4: Appointment of Shri SushilKumar Agrawal (DIN: 00400892) as an Independent Director of the Company;**

Shri Sushil Kumar Agrawal was appointed as an Additional Director of the Company with effect from August 7, 2019, in accordance with the provisions of section 161 of the Companies Act, 2013, (the "Act") and Article 89 of the Articles of Association of the Company. Pursuant to Section 161 of the Act, Shri Sushil Kumar Agrawal holds office up to the date of the ensuing Annual General Meeting.

Shri Sushil Kumar Agrawal has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and the rules made thereunder. In the opinion of the Board Shri Sushil Kumar Agrawal fulfil the conditions specified in the Act and the rules framed thereunder for his appointment as an Independent Director and that he is Independent of the Management.

Keeping on view the above, it is proposed to seek approval of the Members to Shri Sushil Kumar Agrawal as an Independent Director on the Board of the Company not liable to retire by rotation

As required under Section 160 of the Act, the Company has received a notice from a Member proposing the candidature of Shri Sushil Kumar Agrawal for his office of Independent Director of the Company along with requisite deposit

Shri Sushil Kumar Agrawal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

He fulfills the Fit and Proper Criteria of Directors as the requirement of Master circular – 'Non – Banking Financial Companies - Corporate Governance (Reserve bank) Directions, 2015' and has given his declaration in this regard.

The Board of Directors at their Meeting held on August 7, 2019 proposed to designate Shri Sushil Kumar Agrawal as an Independent Director on the Board of the Company for a term up to five consecutive years.

The details pertaining to Shri Sushil Kumar Agrawal are furnished as under:

Shri Sushil Kumar Agrawal, aged about 70 years, is a practicing Chartered Accountant and the Senior Most Partner in M/s. N. D. Kapur & Co., Chartered Accountants. He has over the years developed special expertise in the Banking and Financial Services Industry. He has experience in servicing large and medium sized clients in the areas of Internal Audit, Concurrent Audits, IT Advisory, Taxation, Risk Management and Management Consultancy.

He is an Independent Director in many companies including Pranavadiya Spinning Mills Limited and Margo Finance Limited. He is also a Trustee in many Public Trusts engaged in the field of Social, Environment, Education and Health.



He is also a Director on the Board of Margo Finance Limited, Pranavadiya Spinning Mills Limited, Reliance Net Limited, Reliance MediaWorks Limited, Reliance Broadcast Network Limited, Quant Capital Private Limited, Reliance Money Precious Metals Private Limited, Reliance Financial Advisory Services Private Limited, Business Broadcast News Private Limited, Azalia Broadcast Private Limited, Quant Broking Private Limited.

His committee details are mentioned below:

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Type of Committee</b>	<b>Position</b>
1.	Pranavadiya Spinning Mills Limited	Audit Committee	Chairman
		Stakeholder Relationship Committee	Chairman
		Nomination & Remuneration Committee	Member
2.	Quant Capital Private Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
3.	Quant Broking Private Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
4.	Reliance Financial Advisory Services Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
5.	Reliance Money Precious Metals Private Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
6.	Reliance MediaWorks Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Member
		Stakeholder Relationship Committee	Member
8	Margo Finance Limited	Audit Committee	Member
		Stakeholders' Relationship	Member

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Type of Committee</b>	<b>Position</b>
		Committee	
		Nomination and Remuneration Committee	Member
		Share Transfer Committee	Member
9	Reliance Broadcast Network Limited	Audit Committee	Member
		Stakeholders' Relationship Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate and Social Responsibility Committee	Member

He is not related with any Director and KMP of the Company. He does not hold any shares in the Company and he has attended all the Board meetings held.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committee hereof or for any other purposes as may be decided by the Board. Approval of the members is accordingly sought for the appointment of Shri Sushil Kumar Agrawal Independent Director as set out in the Item No.4 of the accompanying notice.

The terms and conditions of appointment of Shri Sushil Kumar Agrawal shall be open for inspection by the members at the registered office of the Company during normal business hours on any working day, excluding Saturday, between 11.00 A.M. to 1.00 P.M. upto the date of Meeting.

Save and except Shri Sushil Kumar Agrawal and his relative, none of the other Directors, Key managerial Personnel and their relative is concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Ordinary resolution set out at Item No. 4 of the accompanying Notice for the approval of the members.

**Item No 5: Appointment of Smt. Rashna Hoshang Khan (DIN: 06928148) as an Independent Woman Director of the Company:**

Smt. Rashna Khan was appointed as an Additional Director of the Company with effect from May 21, 2019, in accordance with the provisions of section 161 of the Companies Act, 2013, (the "Act") and Article 89 of the Articles of Association of the Company. Pursuant to Section 161 of the Act, Smt Rashna Khan holds office up to the date of the ensuing Annual General Meeting.

Smt Rashna Khan has given a declaration to the Board that she meets the criteria of Independence as provided under Section 149(6) of the Act and the rules made thereunder. In the opinion of the Board Smt Rashna Khan fulfil the conditions specified in the Act and the rules framed thereunder for his appointment as an Independent Director and that she is Independent of the Management.

Keeping on view the above, it is proposed to seek approval of the Members to Smt Rashna Khan as an Independent Director on the Board of the Company not liable to retire by rotation

As required under Section 160 of the Act, the Company has received a notice from a Member proposing the candidature of Smt Rashna Khan for her office of Independent Director of the Company along with requisite deposit

Smt Rashna Khan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

She fulfills the Fit and Proper Criteria of Directors as the requirement of Master circular – 'Non – Banking Financial Companies - Corporate Governance (Reserve bank) Directions, 2015' and has given her declaration in this regard.

The Board of Directors through circular resolution dated May 21, 2019 proposed to designate Smt Rashna Khan as an Independent Director on the Board of the Company for a term up to five consecutive years.

The details pertaining to Smt Rashna Khan are furnished as under:

She is aged about 56 years old and is a Law graduate from Government Law College Mumbai (University of Bombay) and qualified as a Solicitor with the Bombay Incorporated Law Society and Law Society London.

She has have worked with Mulla & Mulla & Craigie Blunt &Caroe. Advocates and Solicitors and with DhruveLiladhar& Co., Advocates and Solicitors, in various capacities before She became partner of Mulla & Mulla & Craigie Blunt &Caroe. Advocates and Solicitors, since the year 2009.

She specializes in the field of civil litigation including attending matters in the High Court, Supreme Court Company Law Board, Income Tax Tribunal, Arbitration. Customs, Excise and Service Tax Appellate Tribunal. Opinion and documentation work.

She is also on the board of Reliance Power Limited, Vidarbha Industries Power limited, Sasan Power Limited, The Supreme Industries Limited, Reliance Home Finance Limited and Rosa Power Supply Company Limited

Her committee details are metioned below:

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Type of Committee</b>	<b>Position</b>
1.	Vidarbha Industries Power Limited	Audit Committee	Chairperson
		Nomination & Remuneration Committee	Member
		CSR Committee	Chairperson
2.	Reliance Power Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Stakeholders Relationship Committee	Member
		CSR Committee	Chairperson
		Risk Management Committee	Member
3.	Sasan Power Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		CSR Committee	Chairperson
4.	Reliance Home Finance Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Risk Management Committee	Member

She is not related with any Director and KMP of the Company. She does not hold any shares in the Company and she has attended all the Board meetings held.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committee hereof or for any other purposes as may be decided by the Board.

The terms and conditions of appointment of Smt. Rashna Khan shall be open for inspection by the members at the registered office of the Company during normal business hours on any working day, excluding Saturday, between 11.00 A.M. to 1.00 P.M. upto the date of Meeting.

Save and except Smt. Rashna Khan and his relative, none of the other Directors, Key managerial Personnel and their relative is concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Ordinary resolution set out at Item No. 5 of the accompanying Notice for the approval of the members.

**Item No 6: Appointment of Shri Sachin Prakash Bora (DIN: 07510730) as Whole - time Director of the Company;**

Shri Sachin Prakash Bora was appointed as an Additional Director of the Company with effect from June 17,2019, in accordance with the provisions of section 161 of the Companies Act, 2013, (the "Act") and Article 58 of the Articles of Association of the Company. Pursuant to Section 161 of the Act, Shri Sachin Prakash Bora holds office upto the date of the ensuing Annual General Meeting.

As required under Section 160 of the Act, the Company has received a notice from a member proposing the candidature of Shri Sachin Prakash Bora for his office of Director of the Company along with requisite deposit

Shri Sachin Prakash Bora is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

He satisfies the conditions as set out in part I of Schedule V of the Act and sub-section (3) of Section 196 of the Act, for being eligible for his appointment.

The Board of Directors of the Company at their meetings held on June 17,2019, have, subject to the approval of the members of the Company in the general meeting and other approvals, if required, appointed Shri Sachin Prakash Bora as an Additional Director of the Company, liable to retire by rotation and designated as Whole-time Director of the Company for a period of 3 (Three) years commencing from aforesaid date on the terms and conditions including remuneration as shall be decided by the Board and may be altered, varied, modified by the Board from time to time in accordance and subject to the limits prescribed in Schedule V to the Companies Act, 2013, including any amendment or statutory modification thereto for time being in force.

Shri Sachin Bora, aged about 43 years is an Industrial Engineer with PGDBA in Marketing. He joined the Reliance group in April, 2008 as Head of Quality & Knowledge Management in the Commercial and Home Finance division. He held various positions in Reliance Capital Group from Business Excellence functions in the Life Insurance business to being the Chief Operating Officer of Reliance Commercial Finance Ltd. He joined Reliance Commercial Finance Limited in November, 2018 from Reliance Capital Ltd., where he was heading the business & service excellence function for the Group as Chief Business Excellence Officer since June, 2013. He played a crucial role in defining & implementing Business and Service Excellence strategy across Reliance Capital's line of businesses. His work ensured Reliance Capital's customer fulfilment

processes were able to deliver world class customer experience and drive a culture of continuous improvement & innovation across all levels of the company.

He has played a vital role in laying out a strong foundation of robust processes during the start up of Commercial & Home Finance businesses. Under his leadership, the life insurance business achieved a new high of Customer Engagement. He has been instrumental in winning several accolades for the Group's Businesses over the years, including the coveted Quality Council of India - DL Shah National Award for Economics of Quality & Best Business Excellence Program at the World Quality Congress. Prior to joining Reliance, he served as Head - Complaints Management & Regional Head - Quality (West, North & East) at HDFC Bank. Sachin Bora brings with him 22 years of diverse experience in Operations, Customer Service & Business Excellence across different sectors such as Manufacturing, Information Technology, Banking, Financial Services & Insurance.

He is on the Board of Gullfoss Enterprises Private Limited. He does not hold membership and chairmanship in any committee. He is not related with any Director and KMP of the Company. He does not hold any shares in the Company and has attended all the Board meetings held.

Shri. Sachin Bora shall not draw any compensation which can be considered as managerial remuneration from the Company during the tenure of his appointment as Key Managerial Personnel of the Company apart from salary drawn in professional capacity as Chief Operating Officer of the Company.

The terms and conditions for appointment including payment of remuneration may be altered and varied from time to time by the Board/Nomination and Remuneration Committee as it may, at its discretion, deem fit.

Approval of the members is accordingly sought for the appointment of Shri Sachin Prakash Bora as a Director liable to retire by rotation and designated as Whole-time Director of the Company for 3 years, as set out in the Item No.6 of the accompanying notice.

The terms and conditions of appointment of Shri Sachin Prakash Bora shall be open for inspection by the members at the registered office of the Company during normal business hours on any working day, excluding Saturday, between 11.00A.M. to 1.00 P.M. upto the date of Meeting.

The terms and conditions mentioned herein may also be treated as an abstract under Section 190 of the Act.

The details pertaining to Shri Sachin Bora, pursuant to the requirements of Schedule V of the Act, and the Secretarial Standard on General Meetings are given below :

<b>I.</b>	<b>General Information:</b>	
i	Nature of Industry	Non- Banking Financial Services
ii	Date of commencement of	November 17,2000

	commercial production																					
iii.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus applicable	Not applicable																				
iv.	Financial performance based on given indicators	<p style="text-align: right;">` in Crore</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>2018-19</th> <th>2017-18</th> <th>2016-17</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>1780.86</td> <td>2038.90</td> <td>1927.76</td> </tr> <tr> <td>PBT</td> <td>(1853.63)</td> <td>281.07</td> <td>342.68</td> </tr> <tr> <td>PAT</td> <td>(1892.12)</td> <td>208.37</td> <td>295.17</td> </tr> <tr> <td>Net worth</td> <td>805.83</td> <td>2617.18</td> <td>2453.02</td> </tr> </tbody> </table>	Particulars	2018-19	2017-18	2016-17	Total Income	1780.86	2038.90	1927.76	PBT	(1853.63)	281.07	342.68	PAT	(1892.12)	208.37	295.17	Net worth	805.83	2617.18	2453.02
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Net worth	805.83	2617.18	2453.02																			
v.	Foreign investments or collaborators, if any	None																				
<b>II.</b>	<b>Information about the Appointee:</b>																					
i.	Background details	<p>Shri Sachin Bora is an Industrial Engineer with PGDBA in Marketing. He joined the Reliance group in April, 2008 as Head of Quality &amp; Knowledge Management in the Commercial and Home Finance division. He held various positions in Reliance Capital Group from Business Excellence functions in the Life Insurance business to being Chief Operating Officer of Reliance Commercial Finance Ltd. He has played a vital role in laying out a strong foundation of robust processes during the start up of Commercial &amp; Home Finance businesses. Under his leadership, the life insurance business achieved a new high of Customer Engagement. Prior to joining Reliance, he served as Head - Complaints Management &amp; Regional</p>																				

		Head - Quality (West, North & East) at HDFC Bank.
ii.	Past remuneration	-
iii.	Recognition or awards	Shri Sachin Bora has been instrumental in winning several accolades for the Group's Businesses over the years, including the coveted Quality Council of India – DL Shah National Award for Economics of Quality & Best Business Excellence Program at the World Quality Congress.
iv.	Job Profile and his suitability	As Shri Sachin Bora has the requisite professional qualification and experience, he is eminently suited for the position. Sachin Bora brings with him 22 years of diverse experience in Operations, Customer Service & Business Excellence across different sectors such as Manufacturing, information Technology, Banking, Financial Services & Insurance.
v.	Remuneration proposed	-
vi.	Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	-
vii.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Chief Operating Officer
<b>III.</b>	<b>Other Information:</b>	
	Reasons of loss or inadequate profits	Due to sudden adverse developments in the financial sector, all categories of lenders in India (including Banks, Mutual Funds, etc) have put near complete freeze on additional lending to Non-Banking Finance companies (NBFCs) and have been insisting on reducing the existing level of borrowings which has severely impacted the financial flexibility of majority of NBFCs. These developments have also adversely impacted Company



		resulting into operating loss for the financial year and temporary liquidity mismatch.
	Steps taken or proposed to be taken for improvement & Expected increase in productivity and profit in measurable terms	<ul style="list-style-type: none"> <li>• The Company has taken steps to meet such temporary liquidity mismatch by securitisation of its loan portfolio</li> <li>• The Company has engaged with all its lenders to enter into an Inter-Creditor Agreement (ICA) for the resolution of its debt in accordance with the circular dated June 7, 2019 issued by the Reserve Bank of India on Prudential Framework for Resolution of Stressed Assets. Majority of our lenders have already entered into the ICA. The Company is confident of implementing its Resolution Plan during Financial Year 2019-20</li> </ul>

Save and except Shri Sachin Prakash Bora and his relative, none of the other Directors, Key managerial Personnel and their relative is concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

**Item no.7: Appointment of Shri Dhananjay Tiwari (DIN: 08382961) as Executive and Whole-time Director of the Company.**

Shri Dhananjay Tiwari was appointed as an Additional Director of the Company by the Board with the recommendation of the Nomination and Remuneration Committee with effect from March 1, 2019, in accordance with the provisions of Section 161 of the Companies Act, 2013, (the "Act") and Article 58 of the Articles of Association of the Company. Pursuant to Section 161 of the Act, Shri Dhananjay Tiwari holds office upto the date of the ensuing Annual General Meeting. As required under Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Shri Dhananjay Tiwari for appointment as a Director of the Company, liable to retire by rotation.

Shri Dhananjay Tiwari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on March 1, 2019, have proposed to obtain the approval of members for the appointment of Shri Dhananjay Tiwari as a Whole-time Director designated as Executive Director of the Company, liable to retire by rotation and designated as Executive Director of the Company for a period of 3 (Three) years commencing from the aforesaid date on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

Shri Dhananjay Tiwari, aged 51 years, holds a Bachelor of Engineering degree and a Master of Business Administration from The Maharaja Sayajirao University of Baroda, has more than 25 years of diverse experience in risk monitoring and containment, underwriting, new product development and credit and financial compliance. Dhananjay has worked with HDFC Bank for 14 years where he headed the underwriting division. Prior to joining HDFC Bank, he has handled business roles at Kotak, Ford Credit and GLFL. He has been a strong advocate of the concept of using technology for process improvisation for deriving higher operational efficiency, productivity and cost saving. He is not a Director in any Company and is not a chairman or member of any Committee. He does not hold any shares in the Company.

He is not related with any Director and KMP of the Company and he has attended all the Board meetings held.

In view of the above, pursuant to the amended provisions of Schedule V to the Act, no approval of the Central Government is called for in respect of the remuneration paid / proposed to be paid to Shri Dhananjay Tiwari during the tenure of this appointment.

It is proposed to seek the members' approval for the appointment of and remuneration payable to Shri Dhananjay Tiwari as a Whole-time Director, designated as an Executive Director, in terms of the applicable provisions of the Act and the relevant Rules made thereunder.

Broad particulars of the terms of appointment and remuneration payable to Shri Dhananjay Tiwari are as under:

The remuneration payable to and the terms of appointment of Shri Dhananjay Tiwari as Executive Director of the Company during the tenure of his appointment will comprise of salary, allowance and other perquisites, the aggregate monetary value of such salary, allowances and perquisite being limited to Rs. 1.11 crore per annum for the first year and which shall stand revised to Rs. 1.51 crore per annum after completion of one year as an Executive Director. Plus discretionary Bonus not exceeding in any year the annual remuneration for that year as may be decided by the Nomination and Remuneration Committee / Board from time to time.

The perquisites and allowance payable to Shri Dhananjay Tiwari will include perquisites and/or allowances within the amount specified above. The said perquisites and allowances shall be evaluated wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). However, the Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961 and gratuity payable and encashment of leave at the end of the tenure as per the rules of the Company, shall not be included in the Computation of limits for the remuneration. In addition to the above Shri Dhananjay Tiwari shall also be eligible to an annual increment on the last drawn salary, perquisites and allowances during his tenure.

Expenses incurred for travelling, board and lodging including for his attendant(s) during business trips, any medical assistance provided including for his family members; and provision of cars for

use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites.

The Executive Director will perform duties with regard to all work of the Company and he will manage and attend to such business and carry out the directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

The Executive Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

Shri Dhananjay Tiwari satisfies the conditions as set out in part I of Schedule V of the Act and sub-section (3) of Section 196 of the Act, for being eligible for his appointment.

The office of the Executive Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Dhananjay Tiwari under Section 190 of the Act.

The Company has not made any default in repayment of its debts or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of the Whole-time Director.

The terms and conditions of appointment of Shri Dhananjay Tiwari shall be open for inspection by the members at the registered office of the Company during normal business hours on any working day, excluding Saturday, between 11:00 A.M. to 1:00 P.M. up to the date of Meeting.

The details pertaining to Shri Dhananjay Tiwari, pursuant to the requirements of Schedule V of the Act, and the Secretarial Standard on General Meetings are given below:

I.	General Information:	
i	Nature of Industry	Non- Banking Financial Services
ii	Date of commencement of commercial production	November 17,2000
iii.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus applicable	Not applicable

iv.	Financial performance based on given indicators	<p style="text-align: right;">` in Crore</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">2018-19</th> <th style="text-align: right;">2017-18</th> <th style="text-align: right;">2016-17</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td style="text-align: right;">1780.86</td> <td style="text-align: right;">2038.90</td> <td style="text-align: right;">1927.76</td> </tr> <tr> <td>PBT</td> <td style="text-align: right;">(1853.63)</td> <td style="text-align: right;">281.07</td> <td style="text-align: right;">342.68</td> </tr> <tr> <td>PAT</td> <td style="text-align: right;">(1892.12)</td> <td style="text-align: right;">208.37</td> <td style="text-align: right;">295.17</td> </tr> <tr> <td>Net worth</td> <td style="text-align: right;">805.83</td> <td style="text-align: right;">2617.18</td> <td style="text-align: right;">2453.02</td> </tr> </tbody> </table>	Particulars	2018-19	2017-18	2016-17	Total Income	1780.86	2038.90	1927.76	PBT	(1853.63)	281.07	342.68	PAT	(1892.12)	208.37	295.17	Net worth	805.83	2617.18	2453.02
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v.	Foreign investments or collaborators, if any	None																				
<b>II. Information about the Appointee:</b>																						
i.	Background details	<p>Shri Dhananjay Tiwari, aged 51 years, holds a Bachelor of Engineering degree and a Master of Business Administration from The Maharaja Sayajirao University of Baroda, has more than 25 years of diverse experience in risk monitoring and containment, underwriting, new product development and credit and financial compliance. Dhananjay has worked with HDFC Bank for 14 years where he headed the underwriting division. Prior to joining HDFC Bank, he has handled business roles at Kotak, Ford Credit and GLFL. He has been a strong advocate of the concept of using technology for process improvisation for deriving higher operational efficiency, productivity and cost saving.</p>																				
ii.	Past remuneration	-																				
iii.	Recognition or awards	<p>Shri Dhananjay Tiwari is part of leadership team of the Company which has felicitated with recognition and awards.</p>																				
iv.	Job Profile and his suitability	<p>As Shri Dhananjay Tiwari has the requisite professional qualification and experience, he is eminently suited for the position</p>																				
v.	Remuneration proposed	<p>Gross salary of 1.5 crore per annum plus discretionary bonus not exceeding the annual remuneration for that year</p>																				

vi.	Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration to the appointee is comparable with the prevailing remuneration in the industry of similar size for similarly placed persons. The proposed remuneration is commensurate to the size and extent of operation of the Company.
vii.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	None
<b>III.</b>	<b>Other Information:</b>	
	Reasons of loss or inadequate profits	Due to sudden adverse developments in the financial sector, all categories of lenders in India (including Banks, Mutual Funds, etc) have put near complete freeze on additional lending to Non-Banking Finance companies (NBFCs) and have been insisting on reducing the existing level of borrowings which has severely impacted the financial flexibility of majority of NBFCs. These developments have also adversely impacted Company resulting into operating loss for the financial year and temporary liquidity mismatch.
	Steps taken or proposed to be taken for improvement & Expected increase in productivity and profit in measurable terms	<ul style="list-style-type: none"> <li>The Company has taken steps to meet such temporary liquidity mismatch by securitisation of its loan portfolio</li> <li>The Company has engaged with all its lenders to enter into an Inter-Creditor Agreement (ICA) for the resolution of its debt in accordance with the circular dated June 7, 2019 issued by the Reserve Bank of India on Prudential Framework for Resolution of Stressed Assets. Majority of our lenders have already entered into the ICA. The Company is confident of implementing its Resolution Plan during Financial Year 2019-20</li> </ul>

Save and except Shri Dhananjay Tiwari and his relative, none of the other Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for the approval of the Members.

**Item No. 8 Issue of Equity shares by conversion of debt.**

The Company has availed borrowings by way of loan, debentures or otherwise in whatsoever form or nature, whether secured or unsecured, comprising principal, interests, additional interest, compound interest, accumulated interest, liquidated damages, fees, and all other charges and monies payable by the Company both present and future (hereinafter collectively referred to as the "Loans") from the bank(s), financial institution(s), holder(s) of debt securities, other lender(s) or facility provider(s) of the Company (hereinafter referred to as the "Lenders") in terms of the respective financing documents entered into between, inter-alia, the Company and the respective Lenders. The Company has entered into an Inter-Creditor Agreement (ICA) with the Lenders for arriving at the debt resolution plan in accordance with the guidelines specified by the Reserve Bank of India (RBI) in this regard. The resolution plan may contemplate conversion of Loans into Equity Shares of the Company, which may also result in change in control of the Company.

The Lenders may consider converting their Loans, in full or part, into Equity Shares of the Company, in terms of the said RBI Guidelines and/or other provisions of law. The successful implementation of resolution plan is considered to be beneficial to the Company, its Lenders and shareholders and will enable the Company to meet its debt servicing obligations. Accordingly, it is proposed to seek Members' approval to issue and allot Equity Shares of the Company to the Lenders by conversion of Loans.

The Resolution set out at Item No. 8 is an enabling resolution with flexibility and power to the Board to issue and allot Equity Shares by conversion of Loans if and as may be determined by the Board in accordance with the resolution plan as may be approved in consultation with the Lenders and as permitted under the RBI Guidelines, and other applicable provisions of law.

Further, disclosures in relation to the Special Resolution set out in the accompanying Notice are as follows:

1	Objects of the issue:	Conversion of Loans (in full or part thereof) into Equity Shares of the Company, in terms of the RBI Guidelines and other applicable provisions of law.
2	Total number of shares or other securities to be issued:	As may be determined by the Board in accordance with the resolution plan as may be approved in consultation with the Lenders and as permitted under the RBI Guidelines and other applicable provisions of

		law.										
3	Price or price band at which the allotment is proposed.	The Equity Shares will be issued and allotted at a price arrived at in terms of the RBI Guidelines and as may be agreed between the Company and the Lenders.										
4	Basis on which the price has been arrived at											
5	Relevant date with reference to which the price has been arrived at											
6	The class or classes of persons to whom the allotment is proposed to be made	Lenders of the Company										
7	The intention of the promoters, directors or key managerial personnel to subscribe to the offer	None of the Promoters or Directors or Key Managerial Personnel of the Company proposes to subscribe to Equity Shares.										
8	Proposed time within which the allotment shall be completed:	The allotment of Equity Shares shall be completed within a period of twelve months from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of twelve months from the date of such approval(s).										
9	The names of the proposed allottees and the percentage of post Preferential offer capital that may be held by them	Equity Shares shall be allotted to the Lenders of the Company by conversion of debt in accordance with RBI Guidelines and other applicable provisions of law. Such allotment of shares to Lenders may also result in change in control of the Company. The percentage of post Preferential offer capital that may be held by Lenders shall be commensurate to the Equity Shares as may be allotted to them upon conversion of Loans, which may be ascertained on allotment.										
10	change in control, if any, in the Company that would occur consequent to the preferential offer:											
11	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	NIL										
10	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable										
11	Pre issue and post issue shareholding pattern of the Company as on June 30, 2019. The pre-issue shareholding pattern of the Company is given below:	<table border="1"> <thead> <tr> <th rowspan="2">Sr.No</th> <th rowspan="2">Category</th> <th colspan="2">Pre-Issue</th> </tr> <tr> <th>No.of Shares held</th> <th>% of Shareholding</th> </tr> </thead> <tbody> <tr> <td>(A)</td> <td><b>Promoters' holding:</b></td> <td></td> <td></td> </tr> </tbody> </table>	Sr.No	Category	Pre-Issue		No.of Shares held	% of Shareholding	(A)	<b>Promoters' holding:</b>		
Sr.No	Category	Pre-Issue										
		No.of Shares held	% of Shareholding									
(A)	<b>Promoters' holding:</b>											

	1	Indian:			
		Individual	-	-	
		Bodies Corporate	13,53,25,700	100	
	2	Foreign Promoters	-	-	
		<b>Sub Total (A)</b>	13,53,25,700	100	
	<b>(B)</b>	<b>Non-Promoters' holding:</b>			
	1.	Institutional Investors	-	-	
	2.	Non Institution:	-	-	
		Private Corporate Bodies	-	-	
		Directors and Relatives	-	-	
		Indian Public	-	-	
		Others (including NRIs)	-	-	
		<b>Sub Total (B)</b>	-	-	
		<b>GRAND TOTAL</b>	13,53,25,700	100	
	Post-issue shareholding pattern of the Company cannot be currently ascertained. The same shall change commensurate to the Equity Shares as may be allotted to Lenders upon conversion of their respective Loans.				

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their equity shareholdings, if any, in the Company. The Board accordingly recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for the approval of the Members.

**Item No. 9 Private Placement of Secured / Unsecured Non-Convertible Debentures and / or other Debt Securities**

As per the provisions of Section 42 of the Companies Act, 2013 (the "Act") and rules thereunder, a Company offering or making an invitation to subscribe to secured / unsecured / Redeemable / Non-Redeemable Non-convertible debentures (NCDs) on private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCDs to be made during the year.



NCDs including subordinated debentures, bonds, and/or other debt securities, etc., issued on a private placement basis constitute a significant source of borrowings for the Company and meet the ongoing funding requirements for the Company's business activities, for general corporate purposes and refinancing of the existing debt obligations of the Company.

It is proposed to obtain an enabling approval of shareholders to offer or invite subscriptions for NCDs including subordinated debentures, bonds, and/or other debt securities, etc., on private placement basis, in one or more tranches, within the overall borrowing limits of the Company, as may be approved by the Members from time to time, with authority to the Board or Key Managerial Personnel of the Company to determine the terms and conditions, including the issue price of the NCDs, interest, repayment, security, or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act and its rules thereunder as set out in Item No.6 appended to this notice.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Special Resolution set out at Item No. 9 of the accompanying Notice for the approval of the Members.

**By order of the Board of Directors**

**Ekta Thakurel**  
**Company Secretary & Compliance Officer**

**Registered Office:**

Reliance Centre, 6<sup>th</sup> Floor, South Wing,  
Off Western Express Highway,  
Santacruz (East), Mumbai 400 055  
CIN: U66010MH2000PLC128301  
Website: <https://www.reliancemoney.co.in>

August 14, 2019

**Reliance Commercial Finance Limited**

Registered office: Reliance Centre, 6<sup>th</sup> Floor, South Wing, Off Western Express Highway, Santacruz (East), Mumbai 400 055  
CIN: U66010MH2000PLC128301

Website: [www.reliancemoney.co.in](http://www.reliancemoney.co.in) Tel.: 1800 200 3838

**ATTENDANCE SLIP  
ANNUAL GENERAL MEETING**

*DP Id. / Client Id.		Name and address of the Registered Shareholder
Regd Folio No.		
No. of Share(s) held		

(\* Applicable for Members holding share(s) in electronic form)

I/We hereby record my / our presence at the **19<sup>th</sup> Annual General Meeting** of the Members of Reliance Commercial Finance Limited held on \_\_\_\_\_, September \_\_, 2019 at \_\_\_\_\_ at Reliance Centre, Off Western Express Highway, Santacruz (East), Mumbai 400 055.

Member's / Proxy's Signature \_\_\_\_\_

Note: Please complete this and hand it over at the entrance of the hall.

-----TEAR HERE-----

**PROXY FORM**

**Reliance Commercial Finance Limited**

Registered office: Reliance Centre, 6<sup>th</sup> Floor, South Wing, Off Western Express Highway, Santacruz (East), Mumbai 400 055  
CIN: U66010MH2000PLC128301

Website: [www.reliancemoney.co.in](http://www.reliancemoney.co.in) Tel.: 1800 200 3838

**FORM No. MGT-11**

[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 office:		
E-Mail Id:		
*DP Id. / Client Id.:		Regd. Folio No.

(\* Applicable for Members holding share(s) in electronic form)

I / We, being the member(s) of .....shares 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 **19<sup>th</sup> Annual General Meeting** of the Company to be held on \_\_\_\_\_, \_\_\_\_\_, 2019 at Reliance Centre, Off Western Express Highway, Santacruz (East), Mumbai 400 055 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. and Matter of Resolution	For	Against
1. To consider and adopt the audited financial statement of the Company for the financial year ended 31 <sup>st</sup> March, 2019 and the reports of the Board of Directors and Auditors thereon.		
2. To appoint M/s Sridhar & Associates (Firm Registration No. 134427W) as Statutory Auditors of the Company.		
3. Appointment of Shri Sushil Kumar Agrawal (DIN: 00400892) as a Director of the Company.		
4. Appointment of Smt. Rashna Hoshang Khan (DIN: 06928148) as a Director of the Company.		
5. Appointment of Shri Sachin Prakash Bora (DIN: 07510730) as a Director of the Company.		
6. Appointment of Shri Dhananjay Bhagwanprasad Tiwari (DIN: 08382961) as a Director of the Company.		
7. Issue of equity shares by conversion of debt.		
8. Private Placement of Secured / Unsecured Non-Convertible Debentures and / or other Debt Securities		

Signed this..... day of .....2019.

Affix Revenue  
Stamp

Signature of the Shareholder(s): \_\_\_\_\_

Signature of the Proxy holder(s): \_\_\_\_\_

**Note:** This form of proxy in order to be effective shall be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

