

Notice

Notice is hereby given that the 18th Annual General Meeting of the Members of **Reliance Commercial Finance Limited** will be held on Saturday, September 8, 2018 at 10:30 a.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 the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Shri Devang Mody (DIN:07794726), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Special Business:

4. **Appointment of Shri Arvind Mayaram as an Independent Director**

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) and amendment thereto, Shri Arvind Mayaram (DIN: 00080262), who qualifies for 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, 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 up to 5 (five) consecutive years commencing from February 26, 2018.”

5. **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."

6. Borrowing Limits 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 in supersession of the Special Resolution passed by the Shareholders on March 10, 2017, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised, in accordance with Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of the Articles of Association of the Company, to borrow any sum or sums of money, in Indian Rupees and/ or in any foreign currency from time to time, at their discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any time the aggregate of the paid-up share capital, free reserves (that is to say reserves not set apart for any specific purpose) and securities premium by a sum not exceeding Rs. 25,000 Crore (Rupees twenty five thousand crore Only) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may think fit.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by

the Board of Directors) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

7. Creation of Charge / Mortgage on assets 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 in supersession to the special resolution passed by the Shareholders on March 10, 2017, the consent of the Company be and is hereby granted in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the rules made thereunder, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, to the Board of Directors to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immoveable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s)/Trustee(s), for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and Securities (comprising fully / partly Convertible Debentures and / or Non Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, as may be amended from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s) / Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s) / Agent(s) / Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / Committee be and is hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all

such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

By Order of the Board of Directors

Ekta Thakurel

Company Secretary & Compliance Officer

Registered Office:

Reliance Centre, 6th Floor, South Wing,
Off Western Express Highway,

Santacruz (East), Mumbai 400 055

CIN: U66010MH2000PLC128301

Website: <https://www.reliancemoney.co.in/>

August 10, 2018

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, Karvy Computershare Private Limited.

11. Re-appointment of Director:

At the ensuing Meeting, Shri Devang Mody, Director of the Company retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment. The Board of Directors of the Company have recommended the re-appointment. The details pertaining to Shri Devang Mody are furnished hereunder:

Shri Devang Mody, aged about 45 years, is an Executive Director & CEO of the Company and Member of Risk Management Committee and Stakeholder Relationship Committee. He has a rich experience of over 20 years in the financial sector. He joins the Company from Bajaj Finance, where he served as President of Consumer Business, managing a group of B2B and B2C lending businesses. The consumer finance business of Bajaj Finance, under his leadership, witnessed a sharp growth to its current size spanning over 300 towns, with market leadership positions across various business lines. A Chartered Accountant by qualification, he started his career with Mahajan & Aibara, and then moved on to work with EY, followed by GE Money Financial Services where he was VP – Strategic Initiatives, before moving to Bajaj Finance.

In terms of Section 152(6) of the Act, he was appointed as Executive Director at the Annual General Meeting held on July 1, 2017. Nine Board Meetings were held from the date of his appointment upto March 31, 2018 and he has attended eight Board Meetings out of the same. He is the Member of Risk Management Committee, Allotment Committee, NCD Committee and Stakeholder Relationship Committee of the Company

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.

He does not by himself or for any other on a beneficial basis, holds any shares in the Company. He does not hold any relationship with other Directors and Key Managerial Personnel of the Company. The terms and conditions of his appointment shall be open for inspection by the Members and shall be so made available for inspection in physical or in electronic form during specified business hours at the Registered Office of the Company on all working days, except Saturdays between 11:00 A.M. and 1:00 P.M. up to the date of Meeting and copies thereof shall also be made available for inspection in physical or electronics form at the Meeting.

12. In terms of Notification No. S.O. 1883 (E) dated May 7, 2018, issued by the Ministry of Corporate Affairs, Government of India, the requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM has since been done away. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on July 1, 2017.

Statement pursuant to Section 102 (1) of the Companies Act, 2013 to the accompanying Notice dated August 1, 2018.

Item No.4 Appointment of Shri Arvind Mayaram as an Independent Director.

Shri Arvind Mayaram was appointed as an Additional Director of the Company with effect from February 26, 2018, 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 Devang Mody holds office up to the date of the ensuing Annual General Meeting.

Shri Arvind Mayaram 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 Arvind Mayaram 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 Arvind Mayaram 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 Arvind Mayaram for his office of Independent Director of the Company.

Shri Arvind Mayaram 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 Nomination and Remuneration Committee of the Board of Directors of the Company has also recommended the appointment of Shri Arvind Mayaram as an Independent Director for a term up to five consecutive years.

The Board of Directors at their Meeting held on February 26, 2018 proposed to designate Shri Arvind Mayaram as an Independent Director on the Board of the Company for a term up to five consecutive years.

The details pertaining to Shri Arvind Mayaram are furnished as under:

Shri Arvind Mayaram aged about 62 years is a former bureaucrat and has held various key positions within the Government of India including as Secretary at Ministry of Minority Affairs, Finance Secretary & Secretary at Department of Economic Affairs Ministry of Finance. He has also held positions such as Special Secretary & Financial Advisor at Ministry of Rural Development and Joint Secretary (Infrastructure & Asian Development Bank) at Department of Economic Affairs, Ministry of Finance, and Government of India. Two Board Meeting were held from the date of his appointment upto March 31, 2018 and he has not attended the same. He is also a Director in Reliance Capital Trustee Co Limited.

Approval of the members is accordingly sought for the appointment of Shri Arvind Mayaram Independent Director as set out in the Item No.4 of the accompanying notice.

The terms and conditions of appointment of Shri Arvind Mayaram 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 Arvind Mayaram 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. 5 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. 6 of the accompanying Notice for the approval of the Members.

Item No.6 & 7 Borrowing Limits of the Company & Creation of Charge / Mortgage on assets of the Company.

The Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid-up share capital, its free reserves and Securities Premium as per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and its rules thereunder.

The Members by way of an Special Resolution at the Extra-Ordinary General Meeting held on March 10, 2017 had, *inter alia*, authorised the Board to borrow sum not exceeding Rs. 20,000 Crore (Rupees twenty thousand crore Only).

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The Members by way of a Special Resolution at the Extra-Ordinary Meeting held on March 10, 2017 had, *inter alia*, authorised the Board to secure its borrowing by mortgage / charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

The provisions of the Companies Act, 2013 and its rules thereunder, require the Company to seek the approval of the Members by way of Special Resolution, to borrow money from time to time for its business activities, through issue of debentures, bank borrowings, etc. and to secure such borrowings by mortgage / charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

The Board of Directors accordingly recommend the Special Resolutions set out at Item Nos. 6 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution, except to the extent of their equity holdings in the Company.

By order of the Board of Directors

**Ekta Thakurel
Company Secretary & Compliance Officer**

Registered Office:

Reliance Centre, 6th Floor, South Wing,
Off Western Express Highway,
Santacruz (East), Mumbai 400 055

CIN: U66010MH2000PLC128301

Website: <https://www.reliancemoney.co.in/>

August 10, 2018

Reliance Commercial Finance Limited

Registered office: Reliance Centre, 6th Floor, South Wing, Off Western Express Highway, Santacruz (East), Mumbai 400 055
CIN: U66010MH2000PLC128301
Website: 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 **18th Annual General Meeting** of the Members of Reliance Commercial Finance Limited held on Saturday, September 8, 2018 at 10:30 a.m. 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, 6th Floor, South Wing, Off Western Express Highway, Santacruz (East), Mumbai 400 055
CIN: U66010MH2000PLC128301
Website: 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) 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 **18th Annual General Meeting** of the Company to be held on Saturday, September 8, 2018 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 March 31, 2018 and the reports of the Board of Directors and Auditors thereon.		
2. To declare dividend on equity shares.		
3. To appoint a Director in place of Shri Devang Mody (DIN: 07794726), who retires by rotation under the provisions of Companies Act, 2013 and being eligible, offers himself for re-appointment.		
4. Appointment of Shri Arvind Mayaram as an Independent Director		
5. Private Placement of Secured / Unsecured Non-Convertible Debentures and / or other Debt Securities.		
6. Borrowing Limits of the Company.		
7. Creation of Charge / Mortgage on assets of the Company		

Signed this..... day of2018.

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.

Route Map to the AGM Venue

