

Notice

Notice is hereby given that the 20th Annual General Meeting of the Members of **Reliance Commercial Finance Limited** will be held on, Wednesday, July 29, 2020 at 3:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), 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, 2020 and the reports of Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the reports of Auditors thereon.
2. To appoint a Director in place of Mr. Dhananjay Tiwari (DIN: 08382961), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

By Order of the Board of Directors

Arpit Malaviya
Chief Financial 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/>

May 7, 2020

Notes:

1. There is no special business transacted at the Annual General Meeting (the "Meeting") therefore, statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business is not annexed.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. 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.
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. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ CDSL / NSDL ("Depositories"). Members may note that the Notice will also be available on the Company's website www.reliancemoney.co.in, and on the website of Karvy Fintech Private Limited www.karvy.com
9. Re-appointment of Director

At the ensuing Annual General Meeting, Mr. Dhananjay Tiwari, 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 Mr. Dhananjay Tiwari are furnished hereunder:

Mr. Dhananjay Tiwari aged, 52 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. Mr. 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 a Whole time director designated as Executive Director of the Company appointed with effect from March 1, 2019. He has attended all the 9 Board Meetings held during the financial year 2019-20. He serves on the Board of Reliance Capital Limited. He is a member of Audit Committee, Corporate Social Responsibility Committee, Risk Management Committee and Stakeholder Relationship Committee of Reliance Commercial Finance Limited.

In terms of Section 152(6) of the Act, he was appointed as an Executive Director at the Annual General Meeting held on September 30, 2019, liable to retire by rotation and paid a remuneration as per the existing approved terms and conditions.

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

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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.

By Order of the Board of Directors

Arpit Malaviya
Chief Financial Officer

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