

**NOTICE****EXTRA-ORDINARY GENERAL MEETING**

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of Reliance Securities Limited will be held on Monday, March 19, 2018 at 12.45 p.m. at Meeting Room No.8, Business Center, Ground Floor, Reliance Centre, Off Western Express Highway, Santacruz East, Mumbai - 400 055 to transact the following businesses:

**Special Businesses:**

1. To consider and if thought fit, to pass with or without modifications, the following resolution as a "Special Resolution":-

**"RESOLVED THAT** pursuant to the provisions of Section 61 read with sections 13, 64 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from Rs. 230,00,00,000/- (Rupees Two Hundred Thirty Crore only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs.10/- (Rupees Ten only) each and 18,00,00,000 (Eighteen Crore) Preference Shares of Rs. 10/- (Rupees Ten only) each to Rs. 400,00,00,000/- (Rupees Four Hundred Crore only) divided into 22,00,00,000 (Twenty Two Crore) Equity Shares of Rs.10/- (Rupees Ten only) each and 18,00,00,000 (Eighteen Crore) Preference Shares of Rs. 10/- (Rupees Ten only) each by creation of new additional 17,00,00,000 (Seventeen Crore) Equity Shares of Rs.10/-(Rupees Ten only) each.

**RESOLVED FURTHER THAT** the existing clause V (a) of the Memorandum of Association of the Company as to share capital be and is hereby deleted and in its place and stead the following new clause V (a) be substituted:

"V (a). The Authorised Share Capital of the Company is Rs. 400,00,00,000 /- (Rupees Four Hundred Crore only) divided into 22,00,00,000 (Twenty Two Crore) Equity Shares of Rs.10/- (Rupees Ten only) each and 18,00,00,000 (Eighteen Crore) Preference Shares of Rs.10/- (Rupees Ten only) each with rights, privileges, and conditions attached thereto as may be provided by the regulations of the Company for the time being in force with power to increase and reduce the capital, and to divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 1956 or the Companies Act, 2013 as the case may be) and to attach thereto respectively such preferential, qualified, deferred or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the regulations under the Companies Act, 1956 / Companies Act, 2013 and to vary, modify or abrogate such rights, privileges, conditions and restrictions in such manner as may for the time being be provided by the regulations of the Company or the legislative provisions for the time being in force in this behalf."



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**Reliance Securities Limited**

11th Floor, R-Tech IT Park, Western Express Highway, Goregaon (East), Mumbai - 400063.  
rsec.co.in | Tel: +91 22 3320 1212 | Fax: +91 22 3320 1555 | CIN: U65990MH2005PLC154052

A RELIANCE CAPITAL COMPANY

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**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to take the necessary steps and do all such acts, deeds and things as may be necessary in this regard to give effect to this resolution."

2. 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 14 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution and to the exclusion of the entire regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to undertake all such acts, deeds, matters and things as may be deemed necessary, proper, desirable and 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."

3. 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 48 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Equity Shareholders of the Company be and is hereby accorded to the variation of the rights attached to the 2.5 crore 0% Non-Convertible Non-Cumulative Compulsorily Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each consented to by Reliance Financial Limited, the holder of those preference shares, as detailed in the explanatory statement thereto."

Date: February 1, 2018  
Place: Mumbai



By Order of the Board  
For Reliance Securities Limited

*Alisha Inakli*

Company Secretary

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## NOTES:

- 1) Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.
- 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 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 the Meeting. A Proxy form is sent herewith.**
- 3) Members/ Proxies are requested to bring their duly filled attendance slip sent herewith to the meeting.
- 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 authorizing their representatives to attend and vote on their behalf at the meeting.
- 5) 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.
- 6) 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. up to the date of the Meeting.
- 7) The route map of the venue forms an integral part of the Notice. The prominent landmark for the venue is also enclosed therein.

Date: February 1, 2018  
Place: Mumbai

By Order of the Board  
For Reliance Securities Limited



*Asish Inakhe*

Company Secretary

**Reliance Securities Limited**

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

**Item No.1**

The Company propose to issue 16 crore equity shares of Rs.10/- each on a rights basis to the existing equity shareholders of the Company.

The existing Authorised Share Capital of the Company is Rs. 230 crore (Rupees two hundred thirty crore only) divided into 5,00,00,000 (five crore) Equity Shares of Rs.10/- (Rupees ten only) each and 18,00,00,000 (eighteen crore) Preference Shares of Rs. 10/- (Rupees ten only) each and the paid-up share capital of the Company as on date is Rs. 225 crore consisting of 5,00,00,000 (five crore) equity shares of Rs 10 each and 17,50,00,000 (seventeen crore fifty lakh) preference shares of Rs.10 each.

It is therefore proposed to increase the authorised share capital of the Company to Rs. 400,00,00,000/- (Rupees Four Hundred Crore only) divided into 22,00,00,000 (Twenty Two Crore) Equity Shares of Rs.10/- (Rupees Ten only) each and 18,00,00,000 (Eighteen Crore) Preference Shares of Rs. 10/- (Rupees Ten only) each by creation of new additional 17,00,00,000 (Seventeen Crore) equity shares of Rs.10/- each.

The proposed increase of authorised share capital requires the approval of the Members at a General Meeting. Consequent upon the increase in authorised share capital of the Company, its Memorandum of Association will require alteration so as to reflect the increase in the authorised share capital.

The new draft Memorandum of Association (MoA) of the Company after incorporating the above proposed changes in physical form is open for inspection by the Members of the Company at the Registered Office of the Company during business hours on all working days, excluding Saturdays between 11.00 A.M. and 1.00 P.M. upto the date of the Meeting. A copy of the new set of MoA shall be given to the members of the Company upon receipt of a request for the same, in writing, during the notice period. The new draft MoA will also be available for inspection by members at the Meeting.

Accordingly, authority of the Members of the Company is hereby sought by way of special resolution as set out at Item No. 1 of the Notice convening the Meeting.

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

The above special resolution is in the interest of the Company and the Directors commend the same for your approval.





**Item No.2**

The Articles of Association (AoA) of the Company as presently in force are largely based on Table A Schedule I, viz Articles of Association of a Company limited by shares, to the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the now-repealed Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (the "Act") and needs alignment with the Act.

Accordingly, it is deemed appropriate that the existing AoA be instead replaced in its entirety by new set of AoA to give effect to the above.

In terms of provisions of Section 14 and other applicable provisions of the Act read with the Rules made thereunder, adoption of new "AoA" requires approval of Members by way of a special resolution.

The proposed new set of AoA in physical form is open for inspection by the Members of the Company at the Registered Office of the Company during business hours on all working days, excluding Saturdays between 11.00 A.M. and 1.00 P.M. upto the date of the Meeting. A copy of the new set of AoA shall be given to the members of the Company upon receipt of a request for the same, in writing, during the notice period. The new set of AoA will also be available for inspection by members at the Meeting.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

The above special resolution is in the interest of the Company and the Board recommends the Special Resolution as set out at Item No. 2 of the accompanying Notice for the approval for the Members.

**Item No. 3**

The Company has issued 2,50,00,000 0% Non-Convertible Non- Cumulative Compulsorily Redeemable Preference Shares("preference shares") of Rs.10/- each on October 29, 2015 to Reliance Financial Limited.

The Board of Directors of the Company at their meeting held on December 6, 2017 has resolved, subject to the approval of the preference shareholder and of the equity shareholders and such other approvals as may be required, to vary the rights attached to the said preference shares in the following manner:-

- (i) that the said preference shares be compulsorily convertible into equity shares of the Company 10 years from the date of such variation at such price and on such terms and conditions as may be mutually agreed between the Company and the preference shareholder at the time of such conversion and that accordingly after such variation, the said preference shares be called 0% Compulsorily convertible preference shares.



- (ii) that the yield payable on the said preference shares be modified from 12% p.a. (twelve per cent per annum) to 6% p.a. (six per cent per annum) with effect from the date of allotment of the said shares.
- (iii) that, save as aforesaid, all other terms and conditions of the said Preference shares remain the same.

In terms of the provisions of section 48 of the Companies Act, 2013, consent of Reliance Financial Limited, the sole holder of the preference shares has been obtained vide their letter dated December 6, 2017.

Further, under section 48 of the Companies Act, 2013 the above variation consented to by the preference shareholder also needs to be consented to by a minimum of three-fourths of other class of shareholders affected by such variation viz the equity shareholders. Accordingly, consent of the equity shareholders of the Company is hereby sought by way of a special resolution as set out at Item No. 3 of the Notice convening the Meeting.

Mr. B. Gop Kumar, Executive Director & CEO is also a Director of Reliance Financial Limited and accordingly may be deemed to be interested or concerned in the resolution.

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

The resolution is in the interest of the Company and the Directors commend the same for your approval.

By Order of the Board  
For Reliance Securities Limited

*Ashish Inakhe*

Company Secretary

Date: February 1, 2018  
Place: Mumbai





**Reliance Securities Limited**

Registered Office: 11<sup>th</sup> Floor, R-Tech IT Park, Western Express Highway, Goregaon (East),  
Mumbai – 400 063.

CIN: U65990MH2005PLC154052 [Tel.: +91 22 3320 1212, Fax.: +91 22 3320 1555]

**ATTENDANCE SLIP  
EXTRA ORDINARY 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 **Extra Ordinary General Meeting** of the Members of Reliance Securities Limited held on Monday, March 19, 2018 at 12.45 p.m. at Meeting Room No.8, Business Centre, Ground Floor, Reliance Centre, Off Western Express Highway, Santa Cruz (East), Mumbai- 400 055

**Member's / Proxy's Signature**

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

**Reliance Securities Limited**

Registered Office: 11<sup>th</sup> Floor, R-Tech IT Park, Western Express Highway, Goregaon (East),  
Mumbai – 400 063.

CIN: U65990MH2005PLC154052 [Tel.: +91 22 3320 1212, Fax: +91 22 3320 1555]

**Proxy Form**

(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 Address :			
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.....



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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Meeting the **Extra Ordinary General Meeting** of the Members of the Company to be held on Monday, March 19, 2018 at 12.45 p.m. at Meeting Room No.8, Business Centre, Ground Floor, Reliance Centre, Off Western Express Highway, Santa Cruz (East), Mumbai- 400 055 and at any adjournment thereof in respect of such resolution as is indicated below:

Resolution no. and Matter of Resolution	For	Against
1. Increase in authorised share capital & consequent amendment of the Memorandum of Association of the Company.		
2. To adopt new Articles of Association of the Company.		
3. Consent to the variation of rights attached to the 2.5 crore 0% Non-Convertible Non-Cumulative Compulsorily Redeemable Preference Shares of Rs. 10/- each as consented by the holder of that preference shares.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

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

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

Affix  
Revenue  
Stamp

Note: This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, {not less than 48 hours before the meeting}



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Route Map to the EGM Venue



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