

Notice

Annual General Meeting

NOTICE is hereby given that the 8th Annual General Meeting of the Members of Reliance Wealth Management Limited will be held on Wednesday, September 27, 2017 at 12.30 p.m. at Conference Room (Room No.1133), Reliance Securities Limited, 11th Floor, R-Tech IT Park, Western Express Highway, Goregaon (East), Mumbai - 400 063 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, 2017 and the Reports of the Auditors and Board of Directors thereon.
2. To appoint a Director in place of Mr. Amit Bapna (DIN: 00008443), who retires by rotation and who being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an 'Ordinary Resolution':

"RESOLVED THAT M/s. Pathak H. D. & Associates, Chartered Accountants (Registration Number 107783W with ICAI), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration to be agreed upon between the Board of Directors of the Company and the said Statutory Auditors."

**By Order of the Board
For Reliance Wealth Management Limited**

Date: April 19, 2017

Place: Mumbai



V. P. Sawraige
Company Secretary

NOTES:

- 1) 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.
- 2) Members/ Proxies are requested to bring their duly filled attendance slip sent herewith to the meeting.
- 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 authorizing their representatives to attend and vote on their behalf at the meeting.
- 4) Members are requested to write their Folio number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
- 5) 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.
- 6) The route map of the venue forms an integral part of the Notice. The prominent landmark for the venue is also included therein.
- 7) Re-appointment of Director :

At the ensuing meeting, Mr. Amit Bapna, Director, retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offer himself for re-appointment. The details pertaining to Mr. Amit Bapna are furnished hereunder:

Mr. Amit Bapna, aged about 42 years, is a Chartered Accountant. He is the Chief Financial Officer at Reliance Capital Limited. He has been with Reliance Capital Limited since 2004 and with the Group since 1999. As CFO, he provides financial direction, oversight and control for Reliance Capital and Group companies and strategic leadership for Treasury. He has over eighteen years of experience in varied business environments-manufacturing and financial services.



Mr. Amit Bapna has been appointed as a non-executive director, without any remuneration (including sitting fees), on the Board of the Company with effect from April 27, 2009. He does not hold any shares in the Company either by himself or for any other person on a beneficial basis. He also does not hold any relationship with any other Director, Manager or other Key Managerial Personnel of the Company. He has attended all the meetings of the Board held during the financial year 2016-2017. The details of the other directorship/membership/chairmanship held by Mr. Amit Bapna are as under:

| Sr. No. | Name of the Companies | Directorship/Membership/Chairmanship |
|---------|--|--|
| 1. | Reliance Capital Limited | ALCO Committee (Asset - Liability Committee) – Member |
| 2. | Reliance Commodities Limited | Director |
| 3. | Business Broadcast News Holdings Limited | Director |
| 4. | Reliance Nippon Life Insurance Company Limited | Director Board Audit and Compliance Committee- Member Board Policyholders' Protection Committee- Member Board Risk Management Committee- Member Board Asset Liability Management Committee - Member Board Investment Committee - Member Board Corporate Social Responsibility (CSR) Committee- Member Board Share Transfer and Allotment Committee- Member Board Nomination and Remuneration Committee- Member |
| 5. | Reliance Securities Limited | Director Audit Committee- Member Nomination & Remuneration Committee - Member Risk Committee- Member Corporate Social Responsibility Committee- Member |
| 6. | Reliance Money Precious Metals Private Limited | Director Audit Committee- Member Nomination & Remuneration Committee - Member |
| 7. | Quant Capital Private Limited | Nominee Director of Reliance Capital Limited Audit Committee- Member |
| 8. | Prime Focus Limited | Nominee Director of Reliance MediaWorks Limited Audit Committee- Member Nomination Committee- Member Stakeholders Committee- Member CSR Committee - Member ESOP Compensation Committee- Member |



| | | |
|-----|--|---|
| 9. | Grover Zampa Vineyards Limited | Nominee Director of Reliance Capital Limited Audit Committee- Member |
| 10. | Sula Vineyards Private Limited | Nominee Director of Reliance Capital Limited Audit Committee- Member |
| 11. | People's Electoral Trust | Director |
| 12. | Reliance Capital AIF Trustee Company Private Limited | Director |
| 13. | Yatra Online Private Limited | Nominee Director of Reliance Capital Limited |
| 14. | Yatra Online Inc. | Nominee Director of Reliance Capital Limited |
| 15. | Unlimit IOT Private Limited | Director |
| 16. | Square Dotcom Private Limited | Director |

The terms and conditions of his appointment 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.

**By Order of the Board
For Reliance Wealth Management Limited**

Date: April 19, 2017

Place: Mumbai



V.P. Sawaiya
Company Secretary

Reliance Wealth Management Limited

Registered Office: 7th Floor, B-Wing, Trade World, Kamala Mills Compound, S. B. Marg,
Lower Parel, Mumbai - 400 013

CIN: U65999MH2009PLC189285 [Tel.: +91 22 3320 1212 Fax.: +91 22 3320 1555]

**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 8th Annual General Meeting of the Members of Reliance Wealth Management Limited held on Wednesday, September 27, 2017 at 12.30 p.m. at Conference Room (Room No.1133), Reliance Securities Limited, 11th Floor, R-Tech IT Park, Western Express Highway, Goregaon (East), Mumbai -400 063.

Member's / Proxy's Signature

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

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

Reliance Wealth Management Limited

Registered Office: 7th Floor, B-Wing, Trade World, Kamala Mills Compound, S. B. Marg,
Lower Parel, Mumbai - 400 013

CIN: U65999MH2009PLC189285 [Tel.: +91 22 3320 1212 Fax.: +91 22 3320 1555]

Proxy Form**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 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.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **8th Annual General Meeting** of the Company, to be held on Wednesday, September 27, 2017 at 12.30 p.m. at Conference Room (Room No.1133), Reliance Securities Limited, 11th Floor, R-Tech IT Park, Western Express Highway, Goregaon (East), Mumbai -400 063 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, 2017 and the Reports of the Auditors and Board of Directors thereon. | | |
| 2. To appoint a Director in place Mr. Amit Bapna (DIN: 00008443), who retires by rotation and who being eligible offers himself for re-appointment. | | |
| 3. To appoint Auditors and to fix their remuneration. | | |

Signed this _____ day of _____, 2017.

Signature of the Shareholder(s) _____

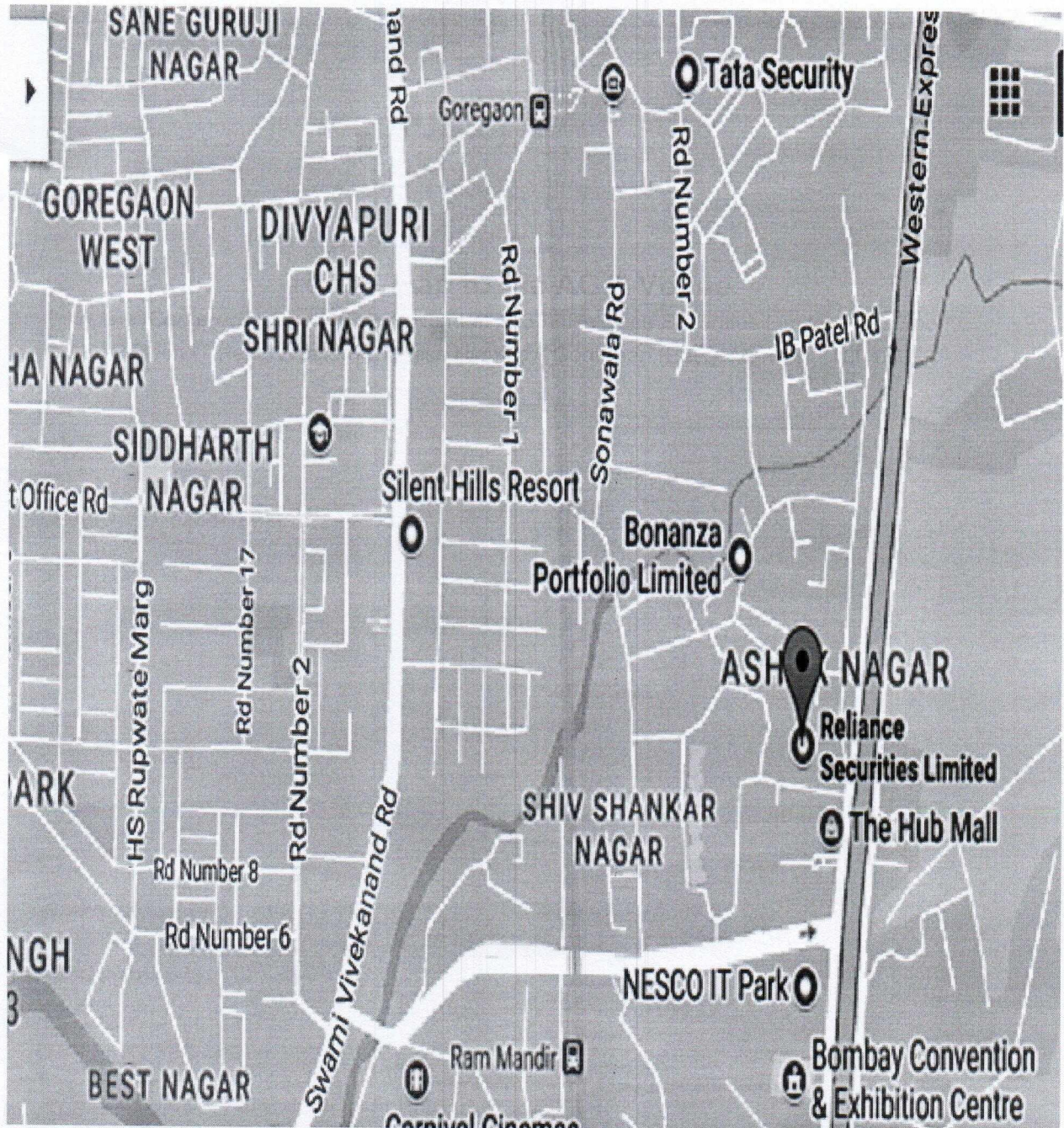
Signature of Proxy holder(s) _____

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 commencement of the Meeting.

Route Map to the AGM Venue

Venue: Conference Room (Room Number 1133), Reliance Securities Limited, 11th Floor,
R-Tech IT Park, Western Express Highway, Goregaon (East), Mumbai - 400 063



Landmark: Next to The Hub Mall