

December 20, 2019

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001

BSE Scrip Code: 956340

Dear Sir,

Sub.: Notice of meeting of the Debenture Holders

This is to inform that the meeting of the Debenture holders of Reliance Commercial Finance Limited will be held on Tuesday, January 14, 2020 at 4:00 p.m. at Reliance Centre, Off Western Express Highway, Santacruz (East), Mumbai 400 055 (the "Meeting").

The Notice of the Meeting of the Debenture holders is enclosed herewith.

Thanking you.

Yours faithfully,

For **Reliance Commercial Finance Limited**

Saumya Suvarna
Company Secretary & Compliance Officer



Encl.: As Above.

Reliance Commercial Finance Limited
(Formerly Reliance Gilts Limited)

Registered Office: Reliance Centre, 6th Floor, South Wing, Off Western Express Highway, Santacruz (East), Mumbai – 400055
T +91 22 4303 6000 / F +91 22 4303 6662 / Service Queries: 022-39484900, 044-30787400.
www.reliancecf.com / customercare@reliancecommercialfinance.com

CIN: U66010MH2000PLC128301

The brand Reliance Money is presented by Reliance Commercial Finance Limited (Formerly Reliance Gilts Limited).
Reliance Commercial Finance Limited is a Reliance Capital Limited Company.

A RELIANCE CAPITAL COMPANY

NOTICE CONVENING MEETING OF THE DEBENTURE HOLDERS

Notice is hereby given that a meeting of the debenture holders of Reliance Commercial Finance Limited (the "**Company**") is scheduled to be held on Tuesday, January 14, 2020 at 4:00 p.m. at Reliance Centre, Off Western Express Highway, Santacruz (East), Mumbai 400 055, to transact the following business:

Special Business to be transacted:

1. Constitution of a Committee of Debenture Holders

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

"RESOLVED THAT pursuant to the provisions of the debenture trust deed(s) dated May 3, 2017, May 23, 2017 and February 5, 2018 entered into between the Company and Vistra ITCL (India) Limited, acting in its capacity as the debenture trustee (hereinafter referred to as the "**Trustee**") ("**DTDs**") in relation to the issuance of non-convertible, redeemable debentures ("**Debentures**") on private placement basis issued to various investors ("**Debenture Holders**") across multiple series and subject to other applicable laws, rules, regulations, guidelines, contracts, if any, the consent and approval of the Debenture Holders be and is hereby granted to the Trustee, for constitution of a Committee of Debenture Holders ("**CoDH**"), to consider, finalise, approve and propose to the Debenture Holders for their approval, a resolution plan ("**RP**") at their duly convened meeting.

RESOLVED FURTHER THAT the CoDH shall be authorised to take all or any of the following steps, for and on behalf of the Debenture Holders:

- a. To instruct the Trustee to take measures, in consultation with the Company when deemed necessary, to protect and maximize the value of assets of the Company charged for the benefit of Debenture Holders in terms of the DTDs;
- b. To discuss and engage with the Company in order to join the resolution process through the Trustee for the benefit of the Debenture Holders;
- c. To agree on the methodology and process for implementation of the RP, in a fair and transparent manner;
- d. To propose the RP and / or amendment to the DTDs, if any, for approval by the Debenture Holders at a duly convened meeting; and for such purpose, to instruct the Trustee to convene meeting(s) of Debenture Holders in terms of the DTDs at a shorter notice, as may be deemed necessary; and
- e. To take all such steps and deal with all such matters and give such instructions to the Trustee as the Debenture Holders deem appropriate.

RESOLVED FURTHER THAT CoDH shall be authorised to determine its composition including any change thereto from time to time and shall formulate the manner of proceedings and the decision making process at the meeting(s) of CoDH.

RESOLVED FURTHER THAT the RP, as approved by the CoDH and / or any amendment to the DTDs, if any, shall further be subject to approval by Debenture Holders by way of Special Resolution (i.e. by 75% majority) passed at their duly convened meeting, in terms of the DTD.

RESOLVED FURTHER THAT the Trustee, in consultation with the Company, be and is hereby authorised to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto; and authorise its officials for the aforesaid purpose, as may be deemed fit to give effect to this Resolution."

By order of the Board of Directors

Saumya Suvarna
Company Secretary & Compliance Officer

Registered Office:

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

December 20, 2019

NOTES:

- (1) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended, from time to time (the "**Act**"), relating to the Special Business to be transacted at the Meeting of the Debenture Holders (the "**Meeting**") is annexed.
- (2) A DEBENTURE HOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN HIS/HER STEAD AND A PROXY NEED NOT BE A DEBENTURE HOLDER OF THE COMPANY. DEBENTURE HOLDERS DESIROUS OF APPOINTING PROXIES ARE REQUESTED TO DELIVER DULY COMPLETED PROXY FORMS (IN THE FORM ATTACHED HERETO) TO THE COMPANY'S REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS PRIOR TO THE TIME FIXED FOR THE MEETING.
- (3) Debenture-holders / proxies attending the Meeting in person are requested to complete the attendance slip (in the form attached hereto) and handover the same at the Meeting.
- (4) 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 at the Meeting.
- (5) All the relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Debenture Holders of the Company 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) Every Debenture Holder during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, would be entitled to inspect the proxies lodged at any time during the business hours of the Company (i.e. between 10:00 A.M. to 5:00 P.M.), provided that not less than three (3) days prior notice in writing of the intention so to inspect is given to the Company.
- (7) Any Body Corporate(s) intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company, a certified true copy of the relevant resolution/ power of attorney authorizing their representative(s) to attend and/or vote on their behalf.
- (8) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable rules and regulations, the Company is offering e-voting facility to all Debenture Holders of the Company through Notice dated December 20, 2019 (remote e-voting). A person, whose name is recorded in the Register of Debenture Holders or in the Register of Beneficial owner (in case of electronic holding) maintained by the depositories as on the cut-off date i.e. January 10, 2020 only shall be entitled to avail the facility of remote e-voting / voting. KFin Technologies Private Limited (**KFin**) will be facilitating remote e-voting to enable the Debenture Holders to cast their votes electronically. The Debenture Holders can cast their vote online from 10:00 A.M. (IST) on January 11, 2020 to 5:00 P.M. (IST) on January 13, 2020. The Debenture Holders shall refer to the detailed procedure on remote e-voting given in the e-voting instruction slip. The facility for voting shall also be available at the Meeting. The Debenture Holders who have cast their votes by remote e-voting prior to the Meeting may also attend the Meeting, but shall not be entitled to cast their votes again at the Meeting. The Board of Directors have appointed Mr. Anil Lohia, Partner or in his absence Mr. Chandras Dayal, Partner, M/s. Dayal and Lohia, Chartered Accountants as the Scrutiniser to scrutinise the voting process in a fair and transparent manner. The Scrutiniser will submit his report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the Meeting of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting. The result of the voting will be submitted to the Stock Exchanges and posted on the website of the Company and also on the website of KFin.

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013 to the Notice dated December 20, 2019

Item No. 1:

The Company has issued non-convertible, redeemable debentures ("**Debentures**") on private placement to various investors ("**Debenture Holders**") across multiple series, in terms of the various debenture trust deed(s), dated May 3, 2017, May 23, 2017 and February 5, 2018 entered into between the Company and Vistra ITCL (India) Limited, ("**Vistra**") acting in its capacity as the debenture trustee (hereinafter referred to as the "**Trustee**") ("**DTDs**"), as per details given below:

A. Secured Non – Convertible Debentures:

Sr. No.	Debenture Trust Deed dated	ISINs	Issue Amount (Rs. in crore)
1	May 3, 2017	INE126D07016	25
2		INE126D07024	10
3		INE126D07032	6
4		INE126D07040	10
5		INE126D07057	38
6		INE126D07065	400
7		INE126D07073	500
8		INE126D07180	200
9		INE126D07149	13.40
10		INE156D07164	6.05
11		INE126D07131	60.80
12		INE126D07156	7.80
13	February 5, 2018	INE126D07123	500
14		INE126D07149	11.90
15		INE126D07156	16.30
16		INE126D07164	9.32

B. Unsecured Non – Convertible Debentures:

Sr. No.	Debenture Trust Deed dated	ISINs	Issue Amount (Rs. in crore)
1	May 23, 2017	INE126D08014	20
2		INE126D08022	12
3		INE126D08030	5
4		INE126D08048	6
5		INE126D08055	33
6		INE126D08063	5

The above Debentures collectively represent 19% (nineteen per cent) of total debt of the Company.

The Debenture Holders are aware that due to several adverse events in the financial services sectors in the recent past, the Company has not been able to meet its debt obligations since September 2019.

The Company has not been able to meet its debt obligations towards other lenders since March 2019 and the lenders led by Bank of Baroda signed an Inter-Creditor Agreement (**ICA**) for arriving at a Resolution Plan in accordance with the circular dated June 7, 2019 issued by the Reserve Bank of India on Prudential Framework for Resolution of Stressed Assets.

It is considered to be appropriate that Committee of Debenture Holders (CoDH) and Trustee also join the said resolution process and be part of the ICA, in the overall interest of Debenture Holders, with the following objectives:

- value protection and maximization;
- maximum recovery for all creditors;
- fair, transparent and time bound process with certainty; and
- equitable distribution to all Debenture Holders.

The CoDH and Trustee may engage with the Company and the Lenders to formulate and arrive at a Resolution Plan, which shall again be placed before the Debenture Holders at a duly convened meeting in terms of the DTDs and shall be subject to approval by way of Special Resolution in terms of the DTDs.

With this intent, the Company seeks Debenture Holders' consent / approval to the Trustees to constitute a CoDH, with such representation and with such terms of reference as mentioned in Resolution set out at item No. 1 of the Notice.

As per the terms of the DTD(s), the Debenture Holders can provide their assent to the resolution proposed in the Notice by passing Special Resolution.

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

The Board accordingly recommends the special resolution set out at item no. 1 of the accompanying notice for approval of the Debenture Holders.

By order of the Board of Directors

Saumya Suvarna
Company Secretary & Compliance Officer

Registered Office:

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

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RELIANCE**Reliance Commercial Finance Limited**

Registered Office: Reliance Centre, 6th Floor, South Wing,
Off. Western Express Highway, Santacruz (East) Mumbai, Maharashtra -400055
CIN: U66010MH2000PLC128301, Tel.: +91 22 4303 6000, Fax: +91 22 4303 6662
Website: www.reliancemoney.co.in, E-mail: RCFL.Secretarial@relianceada.com

**ATTENDANCE SLIP
MEETING OF THE DEBENTURE HOLDERS**

*DP Id. / Client Id.		Name and Address of the registered Debenture Holder
No. of Debenture(s) held		

(* Applicable for Debenture Holder(s) holding Debenture(s) in electronic form)

I/ We hereby record my/our presence at the **Meeting of the Debenture Holders** of Reliance Commercial Finance Limited held on Tuesday, January 14, 2020 at 4:00 P.M. at Reliance Centre, Off Western Express Highway, Santacruz (East), Mumbai 400 055.

Debenture Holder's / Proxy's Signature

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

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TEAR HERE

RELIANCE**Reliance Commercial Finance Limited**

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CIN: U66010MH2000PLC128301, Tel.: +91 22 4303 6000, Fax: +91 22 4303 6662
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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 Debenture Holder(s)	
Registered Address	
E-mail Id:	
*DP Id. / Client Id.	

(* Applicable for Debenture Holder holding debenture(s) in electronic form)

I / We, being the Debenture Holder(s) of debenture of face value of Rs 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 **Meeting of the Debenture Holders of the Company**, to be held on Tuesday, January 14, 2020 at 4:00 P.M. at Reliance Centre, Off Western Express Highway, Santacruz (East), Mumbai 400 055 and at any adjournment thereof in respect of such resolution as indicated below:

Resolution no. and Matter of Resolution	For	Against
1. To consider the constitution of Committee of Debenture Holders for approval of resolution plan (R.P.)		

Signed this _____ day of _____, 20____.

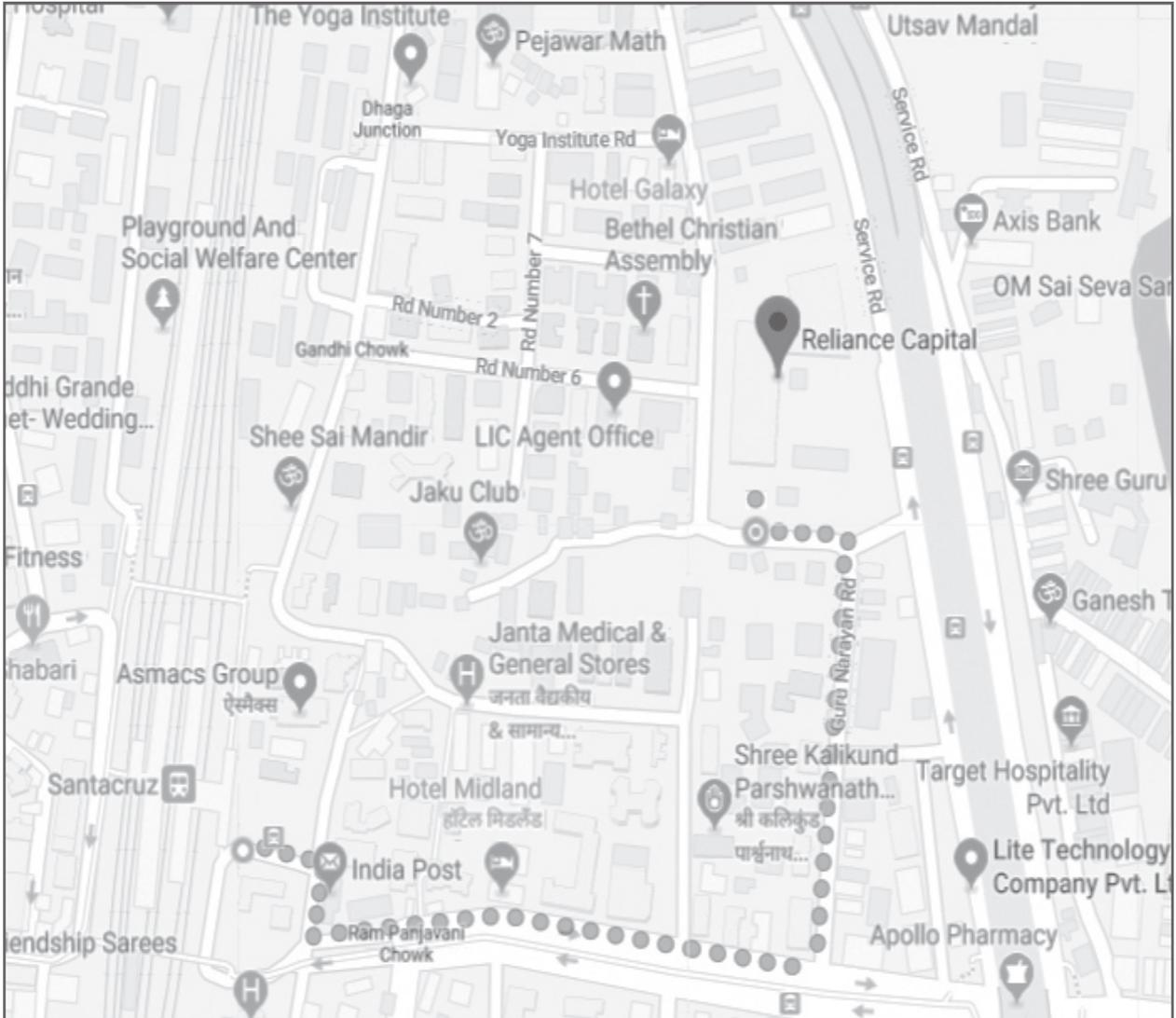
Affix
Revenue
Stamp

Signature of the Debenture Holder(s) _____ Signature of Proxy holder(s) _____

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 Meeting Venue

Venue : Reliance Centre, Off Western Express Highway, Santacruz (East), Mumbai 400 055



Distance from Santacruz (East) Station : 0.7 km

Distance from Western Express Highway : 0.1 km

Despatch Ref. No.:

Reference No.

1 Name and registered address :
of the sole / first named
Debenture holder
(IN BLOCK LETTERS)

2 Name(s) of the joint Debenture :
holder (s), if any,
(IN BLOCK LETTERS)

3 DP ID No. / Client ID No. * :

4 Number of Debenture(s) held :

(*Applicable to investors holding Debenture(s) in dematerialised form)

Dear Debenture holder,

Sub.: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reliance Commercial Finance Limited ("RCFL" or "the Company") is providing e-voting facility (remote e-voting) to its Debenture Holders in respect of the items of business to be transacted at the Meeting of the Debenture Holders scheduled to be held on Tuesday, January 14, 2020 at 4:00 P.M. at Reliance Centre, Off Western Express Highway, Santacruz (East), Mumbai 400 055.

The Company has engaged the services of KFin Technologies Private Limited ("KFin") as the authorised agency to provide e-voting facility. The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password / PIN

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting : From 10:00 A.M. IST on Saturday, January 11, 2020.

End of remote e-voting : Up to 5:00 P.M. IST on Monday, January 13, 2020.

The facility of remote e-voting will not be available beyond the aforesaid date and time and it will be disabled by KFin upon expiry of aforesaid period. **The cut-off date for the purpose of remote e-voting for the Meeting of the Debenture Holders is Friday, January 10, 2020.**

Please read the instructions printed overleaf before exercising your vote. This communication forms an integral part of the Notice of the Company dated December 20, 2019 for the Meeting of the Debenture Holders scheduled to be held on Tuesday, January 14, 2020 which is being mailed to you with this communication.

The Notice for the Meeting of Debenture Holders and this communication are also available on the website of the Company at www.reliancemoney.co.in

Yours faithfully,
For Reliance Commercial Finance Limited

Saumya Suvarna
Company Secretary & Compliance Officer

Mumbai
December 20, 2019

Instructions and other information relating to e-voting are as under:

1. The Company is pleased to provide remote e-voting facility for its Debenture holders to enable them to cast their votes electronically.

The procedure and instructions for the same are as follows:

- i) Open your web browser during the remote e-voting period and navigate to "<https://evoting.karvy.com>".
- ii) Enter the login credentials (i.e., user-id and password) mentioned in the letter. Your Folio No. / DP ID No. / Client ID No. will be your User- ID.

User – ID	For Debenture holders holding Debenture in Demat Form:-
	For NSDL :- 8 Character DP ID followed by 8 Digits Client ID
	For CDSL :- 16 digits beneficiary ID
Password	Your unique password is printed overleaf / sent via e-mail forwarded through the electronic notice
Captcha	Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons

- iii) Debenture holders can cast their vote on-line from Saturday, January 11, 2020 at 10:00 A.M. IST to Monday, January 13, 2020 till 5:00 P.M. IST.
 - iv) After entering these details appropriately, click on "LOGIN".
 - v) Debenture holders holding Debenture(s) in dematerialized form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). Kindly note that this password can be used by the Demat holders for voting in any other Company on which they are eligible to vote, provided that the other company opts for e-voting through KFin e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) You need to login again with the new credentials.
 - vii) On successful login, system will prompt you to select the 'Event' i.e. '**Company Name**'.
 - viii) If you are holding Debentures in Demat form and had logged on to "<https://evoting.karvy.com>" and have cast your vote earlier for any company, then your existing login ID and password are to be used.
 - ix) On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of Debentures (which represents the number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total holding. If you do not wish to vote, please select 'ABSTAIN'.
 - x) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xi) Once you 'CONFIRM' your vote on the Resolution whether partially or otherwise, you will not be allowed to modify your vote.
 - xii) Corporate / Institutional Debenture holders (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant board Resolution / authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to 'evoting@karvy.com'. The file / scanned image of the board Resolution / authority letter should be in the naming format 'Corporate Name Event no.'.
2. Once the vote on a Resolution is cast by a Debenture Holder, the Debenture Holder shall not be allowed to change it subsequently.
 3. The voting rights of the Debenture holders shall be in proportion to the number of debentures held by them as on the cut-off date being Friday, January 10, 2020.
 4. **The facility for voting shall also be available at the meeting. The Debenture Holders who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again at the meeting.**
 5. In case of any query pertaining to e-voting, please visit Help and FAQs section available at KFin's website <https://evoting.karvy.com> OR contact toll free no. **1800 4250 999**.