



RELIGARE ENTERPRISES LIMITED

Regd off: 1st Floor, P-14, 45/90, P-Block, Connaught Place, New Delhi – 110001

CIN: L74899DL1984PLC146935

Phone: +91 – 11 – 4002 1400, **Fax No:** +91 – 11 – 4002 1401

Website: www.religare.com, **E-mail:** investorservices@religare.com

NOTICE

Notice is hereby given that the **36th Annual General Meeting (“AGM”)** of the members of Religare Enterprises Limited (“**the Company**”) will be held on **Thursday, December 17, 2020 at 4.00 P.M.** IST through Video Conferencing / Other Audio Visual Means (“**VC**” / “**OAVM**”) to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt:
 - a) the Audited Financial Statements of the Company for the financial year ended March 31, 2020 including Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 including Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the report of the Auditors thereon.
2. To appoint a Director in place of Mr. Siddharth Dinesh Mehta (DIN: 02665407), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. To approve Grant of Options under Religare Enterprises Limited Employee Stock Option Plan 2019 (“REL ESOP 2019 / Scheme”) to the employees equivalent to or exceeding 1% of the current issued share capital of the Company and in this regard, 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 62(1)(b) and all other applicable provisions of Companies Act, 2013 (**the “Act”**) read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder (including any amendments thereto), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**“SEBI ESOP Regulations”**) (including any amendments thereto), any other applicable law, regulation, policy or guideline, as applicable, the provisions of the Memorandum of Association and Articles of Association of the Company, and the regulations/ guidelines, if any, prescribed by the Reserve Bank of India (**“RBI”**), the Securities and Exchange Board of India (**“SEBI”**) including, without limitation, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI Listing Regulations”**), and all other concerned and relevant statutory, governmental authorities or departments, institutions or bodies in this regard (collectively, the **“Appropriate Authorities”**) and the listing agreements entered into by the Company with BSE Limited and the National Stock Exchange of India Limited (collectively, the **“Stock Exchanges”**) and subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any



of them while granting such approvals, consents, sanctions and permissions as may be necessary or which may be agreed, the consent 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 the Nomination and Remuneration Committee constituted / re-constituted by the Board or any other committee which the Board may constitute to act as the 'Compensation Committee' under the SEBI ESOP Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) to offer and grant from time to time such number of Options in one or more tranches under '**Religare Enterprises Limited Employee Stock Option Plan 2019 ("REL ESOP 2019 / Scheme")**', exercisable into equal number of Equity Shares of face value of Rs. 10/- each fully paid up as per terms of REL ESOP 2019, which may exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option to the following permanent employee of the Company in addition to the options already granted:

Name and Designation of Eligible Employee	Number of Options to be granted
Dr. Rashmi Saluja, Executive Chairperson of the Company	35,00,000 (1.35 % of the current issued share capital of the Company)

RESOLVED FURTHER THAT the equity shares so issued and allotted under the REL ESOP 2019 shall in all respects rank *paripassu* inter se and shall also in all respects rank *paripassu* with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under the REL ESOP 2019 on the Stock Exchanges, where the equity shares of the Company are listed in compliance with the provisions of the SEBI Listing Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the SEBI ESOP Regulations and any other applicable laws and regulations to the extent relevant and applicable to the REL ESOP 2019.

RESOLVED FURTHER THAT Board be and is hereby authorized to perform and execute all such acts, deeds, matters and things including but not limited to making timely intimation/fillings to stock exchange(s), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution."

4. To approve revision of remuneration of Dr. Rashmi Saluja (DIN: 01715298), Executive Chairperson of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in furtherance to the earlier resolution passed by the members on May 28, 2020 in this regard and pursuant to provisions of Sections 196, 197, 198 of the Companies Act, 2013 ("**Act**") read with the Rules made thereunder and Schedule V of the said Act and all other applicable provisions of the Act, if any, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) / amendment(s) or re-enactments thereof for the time being in force and the relevant provisions of the Articles of Association of the Company and all other applicable provisions and laws and approval(s) or sanction(s) as may be required, and pursuant to the recommendations of the Nomination and Remuneration



Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to revise w.e.f. September 02, 2020, the existing remuneration of Dr. Rashmi Saluja (DIN: 01715298), Executive Chairperson of the Company, liable to retire by rotation, by including the following perquisites in addition to the remuneration and perquisites already approved by the shareholders:

- Company paid accommodation with all related incidental expenses, the cost of which shall be all inclusive up to Rs. 10 Lakhs per month

The value of Allowances & Perquisites shall be taken as per Income Tax Rules, wherever applicable. In the absence of any applicable rules, allowances & perquisites shall be valued at actual cost.

RESOLVED FURTHER THAT the other existing terms and conditions of appointment / roles and responsibilities of Dr. Rashmi Saluja shall remain unchanged unless otherwise modified by the Board of Directors of the Company (herein after called the “**Board**” which includes Nomination and Remuneration Committee or any other Committee of the Board).

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary the terms and conditions of appointment and remuneration within the existing limits approved by the shareholders of the Company in accordance with the applicable laws and in the best interest of the Company as and when needed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds, things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or officer as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution or to settle any question, difficulty or doubt that may arise in giving effect to this resolution”.

5. To approve sale, disposal and leasing of assets exceeding 20% of the assets of the material subsidiary (ies) of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 24 (6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereof for the time being in force) and the Material Subsidiary Policy of the Company and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded to sell, lease or otherwise dispose off by creating charge, lien, mortgage, hypothecation, assignment/ securitization of portfolio/loan receivables and other encumbrances of any nature/kind, whatsoever on the movable and immovable assets / loan portfolio / receivables of Religare Housing Development Finance Corporation Limited (RHDFCL), a material subsidiary of the Company (“**Material Subsidiary**”), including ongoing/ concluded transactions of similar nature, in one or more tranches, in favour of third party(ies) such as bank(s), financial institution(s), non-banking financial company(ies), lender(s) and any other person(s) as may be deemed appropriate, at such time and on such terms and conditions and in such manner as may be necessary from time to time resulting in sale/disposal of assets of RHDFCL / the Material Subsidiary exceeding 20% of the value of the assets of RHDFCL / the Material Subsidiary on an aggregate basis during any financial year.

RESOLVED FURTHER THAT 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 have constituted or hereinafter



constitute to exercise one or more of its powers including the powers conferred hereinabove) be and is hereby authorized to do all such acts, matters, deeds and things and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution, including without limitation, to file all necessary applications with regulatory authorities and to appoint consultants, valuers, legal advisors and all such agencies as may be required for the purposes of effecting the sale as aforesaid, without being required to seek further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate any or all of the aforesaid powers to any committee or employee or person by way of executing necessary power of attorney or authority letter.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board of Directors
For **Religare Enterprises Limited**

Sd/-

Reena Jayara

Company Secretary

Membership No: A19122

Address: Prius Global, A-3,4,5,
Sector – 125, Noida – 201 301

Place: New Delhi

Date: November 11, 2020

NOTES:

1. Considering the extra-ordinary circumstances caused by COVID-19 and in light of social distancing norms, in terms of the General Circulars No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as “**MCA Circulars**”) issued by the Ministry of Corporate Affairs (“**MCA**”) read with Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“**SEBI**”) (hereinafter collectively referred to as “**the Circulars**”), companies are permitted to conduct the Annual General Meeting through Video Conferencing / Other Audio Visual Means (“**VC**” / “**OAVM**”) during the calendar year 2020, without the physical presence of members at a common venue. Hence, in accordance with the Circulars, provisions of the Companies Act, 2013 (“**the Act**”), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the 36th Annual General Meeting (“**AGM / Meeting**”) of the Company is being held through VC /OAVM on Thursday, December 17, 2020 at 4.00 p.m. (IST). The venue of the meeting shall be deemed to be the Registered Office of the Company at 1st Floor, P-14, 45/90, P-Block, Connaught Place, New Delhi – 110001.
2. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the the Act will not be available for the AGM.



3. Since the AGM will be held through VC/OAVM facility, the attendance slip, proxy form and Route Map are not annexed to this Notice.
4. The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts concerning the businesses under Item No. 3, 4 & 5 of the accompanying Notice is annexed hereto. The Board of Directors of the Company at its meeting held on November 11, 2020 considered that the special businesses under Item No. 3, 4 & 5, being considered unavoidable, be transacted at the AGM of the Company.
5. In terms of provisions of Section 152 of the Act, Mr. Siddharth Dinesh Mehta, Director retires by rotation at the AGM. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment.
6. Relevant details in respect of Director retiring by rotation at the AGM, in terms of Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”) are also annexed to this Notice.
7. In pursuance to Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.
8. The Company has appointed M/s. KFin Technologies Private Limited, Registrars and Transfer Agent (hereinafter called “**KFintech**”), to provide Video Conferencing facility for the AGM and the attendant enablers for conducting of the AGM.
9. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with Annual Report FY 2019-20 have been uploaded on the website of the Company at www.religare.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of e-voting agency at <https://evoting.kfintech.com>.
10. Pursuant to the provisions of the MCA Circulars on convening AGM through VC / OVAM:
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video Conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Facility for appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
11. The facility to join the meeting shall be opened 15 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM. The meeting may be joined by following the procedure mentioned in the Notice.
12. Members may note that the VC/OAVM facility, provided by KFintech, allows participation of at-least 1,000 Members on a first-come-first-served basis (“**FIFO**”). The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of FIFO principle.



13. The attendance of the Members (members logins) attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. **Remote e-voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (“SS-2”) issued by the ICSI and Regulation 44 of the Listing Regulations, as amended and the MCA Circulars, the Company is providing facility to its Members to exercise their right to vote on the resolutions proposed to be passed at the AGM through **remote e-voting** facility being provided by KFintech.
15. **Voting at the e-AGM:** Members who could not vote through remote e-voting may avail the e-voting facility which will be made available at the Meeting (“e-voting”), facility to be provided by KFintech.
16. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. The institutional members are encouraged to attend and vote at the AGM.
18. SEBI has mandated the submission of Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent (“RTA”). The Company had earlier already sent notices to the shareholders through the RTA for submission of their PAN and Bank Account details for registration / updation.
19. Securities of listed companies would be transferred in dematerialized form only w.e.f. April 1, 2019. In view of the same, Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company’s RTA for assistance in this regard.
20. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, December 11, 2020 to Thursday, December 17, 2020 (both days inclusive).
21. Mr. Ankush Agarwal, Partner (Membership No. F9719 & COP No. 14486) or failing him Mr. Shailesh Kumar Singh, Partner (Membership No. F8619 & COP No. 16235) of M/s. MAK & CO., Practicing Company Secretaries (FRN : P2018UP067700), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting of vote through the e-voting system during the AGM in a fair and transparent manner.
22. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him/her in writing, who shall countersign the same.
23. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.religare.com and on the website of KFintech at <https://evoting.kfintech.com> immediately after the declaration of result by the Chairperson or any person authorized by him/her in writing and the same shall be communicated to the BSE Limited and the National Stock Exchange of India Limited. The result will also be displayed on the Notice Board of the Company at its Registered Office. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. December 17, 2020.



24. The relevant documents referred to in this Notice and the Explanatory Statement will be available for inspection electronically without any fees by the Members. Members seeking to inspect such documents can send an email to investorservices@religare.com
25. The copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which Directors are interested under Section 189 of the Act and Certificate from Statutory Auditors of the Company certifying that Company's Employee Stock Options Schemes being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions of the Members of the Company will be available electronically for inspection by the members during the AGM.
26. Members desirous of seeking any information relating to the annexed Annual Audited Financial Statements of the Company for the financial year ended March 31, 2020, are requested to write to the Company on or before Wednesday, December 09, 2020 through email to investorservices@religare.com. Same will be replied by the Company suitably.
27. The Company has designated an exclusive Email ID investorservices@religare.com for redressal of shareholders complaints/grievances. For any investor related queries, you are requested to please write to us at the above Email ID.
28. Pursuant to Section 139 of the Act, appointment of the auditor i.e. M/s S.S. Kothari Mehta & Co., Chartered Accountants, (Firm Registration No. 000756N) was made by the members in their AGM held on September 21, 2017 for a period of five years i.e. from the 33rd AGM till the 38th AGM, subject to the ratification at every AGM. However, in view of the notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, requirement for ratification of appointment of auditor has been abandoned.

Procedure for obtaining the Annual Report, AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA on physical folios:

On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company has sent the Annual Report, Notice of AGM and e-voting instructions only in electronic form to the registered email addresses of the shareholders whose email addresses are registered with the Company / Depositories. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

1. Those shareholders who have registered/not registered their mail address and mobile number including address and bank details may please contact and validate/update their details with the relevant Depository Participant in case of shares held in electronic form and with the Company's Registrar and Share Transfer Agent M/s. KFintech, in case the shares held in physical form.
2. Shareholders who have not registered their mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced may temporarily get their email address and mobile number provided with the Company's Registrar and Share Transfer Agent, KFintech, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/> for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to inward.ris@kfintech.com.



3. Shareholders may also visit the website of the company www.religare.com or the website of the Registrar and Transfer Agent <https://evoting.kfintech.com> for downloading the Annual Report and Notice of the AGM.
4. Alternatively member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of Share Certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

Instructions for the Members for attending the AGM through Video Conference:

1. Member will be provided with a facility to attend the AGM through video conferencing platform provided by M/s KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> under shareholders/members login by using their remote evoting credentials. The link for AGM will be available in shareholder/members login where the EVENT and the name of the Company can be selected. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned as below.
 - a. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
 - b. Enter the login credentials (i.e. User ID and password)
 - c. After logging in, click on "Video Conference" option
 - d. Then click on camera icon appearing against the AGM event of the Company to attend the meeting
2. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
3. Further, Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members, who would like to express their views or ask questions during the AGM, need to register themselves as a speaker by clicking on the 'Speaker Registration' option available on the screen after login at <https://emeetings.kfintech.com>. The Speaker Registration option will be open during December 14, 2020 to December 15, 2020. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time for the AGM. Members may also send their request from their registered email address mentioning their name, DP ID and Client ID number/Folio number and mobile number, to reach the Company's email address investorservices@religare.com at-least 48 hours in advance before the start of the AGM i.e. by December 15, 2020.

Instructions for members for remote e-Voting

1. **The Remote e-voting period commences on Monday, December 14, 2020 (9:00 A.M. IST) and ends on Wednesday, December 16, 2020 (5:00 P.M. IST).** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **Thursday, December 10, 2020** (hereinafter called as the "**Cut-off Date**"), may cast their votes electronically.



2. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

I) Remote e-voting: Information and Instructions

(A) In case a Member receives an email from Kfintech [for Members whose email IDs are registered with the Company/Depository Participants (s):

1. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
2. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 5713 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin Technologies for e-voting, you can use your existing User ID and password for casting your vote.
3. After entering these details appropriately, click on "LOGIN".
4. You will now reach password change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
7. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as on the Cut-off Date. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
8. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
9. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
10. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
11. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).



12. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email scrutinizer.maks@gmail.com with a copy marked to evoting@kfintech.com and evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “**Corporate Name_ Event No.**”

(B) In case of a Member whose email IDs are not registered /updated with the Company/Depository Participants (s):

1. Members holding shares in physical mode, who have not registered /updated their email addresses are requested to register / update the same with the with the Company's Registrar and Share Transfer Agent, KFintech, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/> Alternatively member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of Share Certificate in case of physical folio.
2. Members holding shares in dematerialized mode who have not registered /updated their email addresses with their Depository Participants are requested to register / update their email addresses with the Depository Participants with whom they maintain their demat accounts.
3. After due verification, KFintech will forward your login credentials to your registered email address.
4. Follow all the instructions at Sr. No. 1 to 12 as mentioned in I.(A). above, to cast your vote.

Instructions for members for e-Voting during the AGM session:

1. Only those Members/ shareholders, who will be present in the AGM through Video Conference facility and have not casted their vote through remote e-voting are eligible to vote through e-voting during the AGM.
2. However, members who have voted through remote e-voting will be eligible to attend the AGM

OTHER INSTRUCTIONS

1. **A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date i.e. Thursday, December 10, 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and e-voting thereat.**
2. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the total voting capital of the Company as on the Cut-off Date i.e. **Thursday, December 10, 2020**. Due to non-payment of dividend by the Company for last two years on 0.01% 2,50,00,000 Non-cumulative Non-convertible Redeemable Preference Shares (“**Preference Shares**”) of face value of Rs. 10/-(Rupees Ten) each, the shareholders holding aforesaid Preference Shares of the Company as on Cut-off Date will also be entitled to vote on the resolution mentioned in the AGM Notice in proportion to the Preference Shares held by them. Hence, the AGM Notice is being sent to them along with other members.
3. The total voting capital of the Company for determining the voting rights of members as on Cut-off Date will be 283,925,152 Shares (i.e. including 258,925,152 Equity Shares and 25,000,000 Preference Shares).