



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 **37th Annual General Meeting (“AGM”)** of the members of Religare Enterprises Limited (“**the Company**”) will be held on **Wednesday, September 29, 2021 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, 2021 including Balance Sheet as at March 31, 2021, 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, 2021 including Balance Sheet as at March 31, 2021, 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 Dr. Rashmi Saluja (DIN: 01715298), who retires by rotation and being eligible, offers herself for re-appointment.
3. **Appointment of Statutory Auditors**

To appoint Statutory 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 resolutions as **Ordinary Resolutions**:

a) To fill the casual vacancy

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Audit and Auditors) Rules, 2014 and in accordance with the RBI guidelines on appointment of statutory auditors of banks and NBFCs, including any statutory modification(s) or re-enactment thereof for the time being in force, **M/s. S. P. Chopra & Co., Chartered Accountants (Firm Registration No. 000346N)** be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. S.S. Kothari Mehta & Co., Chartered Accountants, (Firm Registration No.: 000756N).

RESOLVED FURTHER THAT M/s. S. P. Chopra & Co., Chartered Accountants (Firm Registration No. 000346N)) be and is hereby appointed as Statutory Auditors of the Company to hold office from August 12, 2021, until the conclusion of this Annual General Meeting of the Company at such remuneration plus taxes as applicable and reimbursement of out-of pocket, travelling and living expenses, etc. in connection with the audit as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

b) For a period of three years

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Audit and Auditors) Rules, 2014 and in accordance with the RBI guidelines on appointment of statutory auditors of banks and NBFCs, including any statutory modification(s) or re-enactment thereof for the time being in force, **M/s. S. P. Chopra & Co., Chartered**



Accountants (Firm Registration No. 000346N)) be and is hereby appointed as the Statutory Auditors of the Company to hold office for a period of three years, from the conclusion of this 37th Annual General Meeting until the conclusion of the 40th Annual General Meeting of the Company to be held in the year 2024, at such remuneration plus taxes as applicable and reimbursement of out-of pocket, travelling and living expenses, etc. in connection with the audit as mentioned in the explanatory statement and/or as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

Special Business:

4. To approve appointment of Dr. Vijay Shankar Madan as Non-Executive Independent Director of the Company for a term of 5 consecutive years 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 pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto, Dr. Vijay Shankar Madan (DIN: 00806142), who was appointed as an Additional Non-Executive Independent Director w.e.f. February 10, 2021, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 consecutive years w.e.f. February 10, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of appropriate forms/ returns with concerned Registrar of Companies.”

5. To approve appointment of Mr. Hamid Ahmed as Non-Executive Independent Director of the Company for a term of 5 consecutive years 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 pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto, Mr. Hamid Ahmed (DIN: 09032137) who was appointed as an Additional Non- Executive Independent Director w.e.f. February 10, 2021, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 consecutive years w.e.f. February 10, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of appropriate forms/ returns with concerned Registrar of Companies.”

6. 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 resolutions passed by the members on May 28, 2020 and December 17, 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 (NRC) and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the following revised terms and conditions of appointment of Dr. Rashmi Saluja (DIN: 01715298), Executive Chairperson of the Company liable to retire by rotation w.e.f. April 01, 2021:

- A. Total Fixed Remuneration:** Existing fixed remuneration of Rs. 4.5 Crores p.a. to be increased by 19.8% increment so that the total fixed remuneration by way of salary, dearness allowance, and any other allowances shall be payable upto Rs. 5,39,10,000/- per annum, payable monthly, in terms of provisions of Schedule V of the Act or such other amount within the limits prescribed by the Companies Act, 2013 from time to time.
- B. Performance Linked Incentive:** Existing performance linked incentive of Rs. 4.5 Crores p.a. to be increased so that the total performance linked incentive shall be payable up to 100% of the fixed remuneration, payable based on measurable performance indicators as decided for the role; and governed by the policy of the Company from time to time as may be decided and approved by the NRC.

RESOLVED FURTHER THAT apart from above, any perquisite on exercise of 25,00,000 (Twenty Five Lakhs) stock options, granted to Dr. Rashmi Saluja by the NRC on April 14, 2021 under the 'Religare Enterprises Limited Employee Stock Option Plan 2019 ("REL ESOP 2019 / Scheme")', into equal number of Equity Shares of face value of Rs. 10/- each fully paid up as per terms of REL ESOP 2019 will form part of the remuneration for the purpose of Act and such perquisite be and is hereby also approved.

Further, all other existing facilities as mentioned below being entitled to her as approved by the shareholders earlier vide resolutions dated May 28, 2020 and December 17, 2020 shall continue to be provided which shall not be included in the computation of ceiling of total remuneration mentioned as above:

- a) Provision of chauffeur driven car, telephone, security arrangements and other communication facilities in connection to the business of the Company;
- b) Hospitalization and Accident Insurance as per the Policies of the Company; and
- c) All the reasonable travel, entertainment facilities or other expenses incurred by her or by Company in furtherance of or in connection with the performance of duties hereunder, in accordance with the Company's policy.
- d) Company paid accommodation with all related incidental expenses, the cost of which shall be all inclusive upto Rs. 10 Lakhs per month shall also continue to be provided.

In addition to above, Dr. Rashmi Saluja may be granted stock options of the Company under the Company's Employee Stock Option schemes from time to time subject to necessary compliances and approvals and any perquisite on exercise of such stock options, into equal number of Equity Shares will form part of the compensation for the purpose of Act and such perquisite be and is hereby also approved.

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”.

7. To approve the Retention Payout 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 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 (NRC) and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the retention payout of upto Rs. 5 Crore (Rupees Five Crore only) p.a. to Dr. Rashmi Saluja (DIN: 01715298), Executive Chairperson of the Company, during her tenure of appointment approved by the shareholders, effective from April 1, 2021 over and above to the remuneration proposed to be paid under resolution no 6.

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”.

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

Sd/-
Reena Jayara
Company Secretary
Membership No: A19122

Place: New Delhi
Date: August 28, 2021

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

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 and General Circular No. 02/2021 dated January 13, 2021 (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 and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 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”**) till December 31, 2021, 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 37th Annual General Meeting (**“AGM / Meeting”**) of the Company is being held through VC /OAVM **on Wednesday, September 29, 2021 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. The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts concerning the businesses under Item No. 3 to 7 of the accompanying Notice is annexed hereto. The Board of Directors of the Company at its meeting held on August 12, 2021 considered that the special businesses under Item No. 4 to 7, being considered unavoidable, be transacted at the AGM of the Company.
3. 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.
4. Since the AGM will be held through VC/OAVM facility, the attendance slip, proxy form and Route Map are not annexed to this Notice.
5. Pursuant to the provisions of Section 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility during the AGM.
6. In terms of provisions of Section 152 of the Act, Dr. Rashmi Saluja, Director / Executive Chairperson of the Company retires by rotation at the AGM. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend her re-appointment.
7. Relevant details in respect of Directors retiring by rotation / persons seeking re-appointment as Director at the AGM, in terms of Regulation 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.
8. The Company has appointed M/s. KFin Technologies Private Limited, Registrars and Share Transfer Agent (hereinafter called **“KFintech”**), for conducting the AGM and for voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in these notes and is also available on the website of the Company at www.religare.com.
9. In line with the MCA Circulars, the Notice calling the AGM along with Annual Report for FY 2020-21 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 and 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 read with circular of SEBI on e-voting facility provided by Listed entities 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.
15. **Voting at the 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 **Thursday, September 23, 2021 to Wednesday, September 29, 2021** (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. September 29, 2021.
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 Secretarial 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 and Sweat Equity) Regulations, 2021 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, 2021, are requested to write to the Company on or before **Monday, September 27, 2021** 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) (**SSKM**) 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. However, in view of the RBI Circular dated April 27, 2021, SSKM having already completed a tenure of four years of continuous audit, shall not be eligible to continue as Auditors beyond 30th September 2021 and accordingly has tendered resignation as statutory auditors of the Company vide letter dated August 12, 2021. Their resignation was effective upon signing the limited review reports for the quarter ending June 30, 2021. Accordingly, **M/s. S. P. Chopra & Co., Chartered Accountants (Firm Registration No. 000346N)** was appointed as Statutory Auditors of the Company by the Board of Directors on August 12, 2021 to fill the casual vacancy till the ensuing AGM and has also been recommended to the shareholders for appointment as Statutory Auditors for a period of three years from the conclusion of this 37th AGM until the conclusion of the 40th AGM of the Company to be held in the year 2024.
- 29. 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:

- i. 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.
- ii. 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/mobileereg/mobileemailreg.aspx> 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 einward.ris@kfintech.com.
- iii. 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.



- iv. 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.

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

- i. 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 shareholders/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
- ii. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- iii. 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.
- iv. 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.
- v. 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 September 26, 2021 to September 27, 2021. 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.

31. Instructions for members for remote e-Voting

- i. **The Remote e-voting period commences on Friday, September 24, 2021 (1:00 P.M. IST) and ends on Tuesday, September 28, 2021 (5:00 P.M. IST).** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **Wednesday, September 22, 2021** (hereinafter called as the "**Cut-off Date**"), may cast their votes electronically.
- ii. 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.

32. Remote e-voting: Information and Instructions

A. INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY AN INDIVIDUAL SHAREHOLDER, HOLDING SHARES IN ELECTRONIC / DEMAT FORM

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in **Demat mode** can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants.



Shareholders are therefore advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The procedure to login and access the remote e-voting, as devised by the Depositories /Depository Participant(s) is given below:

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited CDSL
<p>1. User already registered for IDeAS facility: **</p> <p>I. URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III. On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com (Select “Register Online for IDeAS”)</p> <p>or</p> <p>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>II. Proceed with completing the required fields.</p> <p>** (Post registration is completed , follow the process as stated in point no.1 above)</p> <p>3. First time users can visit the e-Voting website directly and follow the process below:</p> <p>I. URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>1. Existing user who have opted for Easi / Easiest **</p> <p>I. URL: https://web.cdslindia.com/myeasi/home/login</p> <p>or</p> <p>URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-Voting page without any further authentication.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>** (Post registration is completed , follow the process as stated in point no.1 above)</p> <p>3. First time users can visit the e-Voting website directly and follow the process below:</p> <p>I. URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</p> <p>V. Click on company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>



Individual Shareholders (holding securities in demat mode) can login through their depository participants.

Individual Shareholders (holding securities in demat mode) can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available on the websites of Depositories / Depository Participants.

Members facing any technical issue – NSDL website	Members facing any technical issue – CDSL website
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43 .

B. INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS, HOLDING SHARES IN ELECTRONIC / DEMAT MODE AND ALL SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE

(I) 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) 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.