



## RELIGARE ENTERPRISES LIMITED

**Regd off:** 1407, 14th Floor, Chiranjiv Tower, 43, Nehru Place, New Delhi – 110019

**CIN:** L74899DL1984PLC146935

**Phone:** +91 – 11 – 4472 5676

**Website:** [www.religare.com](http://www.religare.com), **E-mail:** [investorservices@religare.com](mailto:investorservices@religare.com)

### **NOTICE**

Notice is hereby given that the **38<sup>th</sup> Annual General Meeting (“AGM”)** of the members of Religare Enterprises Limited (“**the Company**”) will be held on **Friday, September 23, 2022 at 11.30 A.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, 2022 including Balance Sheet as at March 31, 2022, 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, 2022 including Balance Sheet as at March 31, 2022, 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.

#### **Special Business:**

3. To approve appointment of Mr. Praveen Kumar Tripathi 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 a **Special 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 statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Praveen Kumar Tripathi (DIN: 02167497), who was appointed as an Additional Non-Executive Independent Director w.e.f. December 22, 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. December 22, 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.”



4. To approve appointment of Mr. Ranjan Dwivedi 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 a **Special 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 statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Ranjan Dwivedi (DIN: 09185085) who was appointed as an Additional Non- Executive Independent Director w.e.f. December 29, 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. December 29, 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 amend the Articles of Association 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 14 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with Companies (Incorporation) Rules, 2014, including any statutory modifications or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and is hereby accorded for alteration in Articles of Association (AoA) of the Company by deletion of Articles 182 to 199 (both inclusive) of the AoA concerning the investment agreement with CUBI India Ventures Pte Limited.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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 modification to the earlier resolutions passed by the members on May 28, 2020 December 17, 2020 and September 29, 2021 (resolution no 6 of 37<sup>th</sup> AGM Notice) 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, 2022:

- A. Total Fixed Remuneration:** Existing total fixed remuneration of Rs. 5,39,10,000/- p.a. to be increased by 10% increment so that the total fixed remuneration for FY23 by way of salary, dearness allowance, and any other allowances shall be payable up to Rs. 5,93,00,000/- p.a., payable monthly, in terms of provisions of Schedule V of the Act or such other amount within the limits prescribed by the Act from time to time.
- B. Performance Linked Incentive:** Total Performance Linked Incentive for FY23 to be equal to 100% of the Total Fixed Remuneration for FY23 i.e. Rs. 5,93,00,000/- p.a., 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.

Besides the above, she will be entitled to the following perks/facilities which shall not be included in the computation of ceiling on 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;
- 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; and
- d) Company paid accommodation with all related incidental expenses, the all- inclusive cost of which shall be upto Rs. 11 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.

In addition to above, Dr. Rashmi Saluja may be granted stock options of the Company under the Company's Employee Stock Option schemes and stock options of the subsidiaries / group companies of the Company under their respective Employee Stock Option schemes from time to time subject to necessary compliances and approvals.

**RESOLVED FURTHER THAT** apart from aforementioned remuneration and perk/facilities, any perquisite arising on exercise of stock options, granted to Dr. Rashmi Saluja under any employee stock option schemes of the Company or any of the subsidiary company / group company will form part of the remuneration for the purpose of Act and such perquisite be and is hereby also approved.

**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 (which includes Nomination and Remuneration Committee or any other Committee of 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 re-appointment of Dr. Rashmi Saluja (DIN: 01715298) as 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 an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 152, 196, 197, 198 and Section 203 of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), read with 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) or re-enactment 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 re-appointment of Dr. Rashmi Saluja (DIN: 01715298) as Executive Chairperson of the Company (in the capacity of the Whole-time Director) liable to retire by rotation, for a period of five (5) years w.e.f. February 26, 2023 and to be designated as Key Managerial Personnel under Section 203 of the Act and Rules thereunder with effect from said date of re-appointment on the terms and conditions as set out in the resolution no. 8 and in the explanatory statement attached hereto.

**RESOLVED FURTHER THAT** Dr. Rashmi Saluja shall perform such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Executive Chairperson from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such company.

**RESOLVED FURTHER THAT** the Board (which includes Nomination and Remuneration Committee or any other Committee of 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, to settle any question, difficulty or doubt that may arise in giving effect to this resolution, 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 connection therewith or incidental thereto in order to give effect to this resolution”.

8. To approve payment of remuneration on re-appointment to Dr. Rashmi Saluja (DIN: 01715298) as 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 Sections 152, 196, 197, 198 and Section 203 of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Companies (Appointment



and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), read with 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) or re-enactment 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 payment of remuneration as detailed herein below to Dr. Rashmi Saluja (DIN: 01715298) as Executive Chairperson of the Company (in the capacity of the Whole-time Director), liable to retire by rotation, for the period of three (3) years commencing from her re-appointment i.e. February 26, 2023 to February 25, 2026:

- A. Total Fixed Remuneration:** Rs 5,93,00,000/- p.a. payable by way of salary, dearness allowance and any other allowances which may be increased w.e.f. April 01, 2023 by an annual increment of up to 20% on the last Total Fixed Remuneration, payable monthly, in terms of provisions of Schedule V of the Act or such other amount within the limits prescribed by the Act from time to time.
- B. Performance Linked Incentive:** Total Performance Linked Incentive for each FY shall be payable in the range of 0% to 150% of the Total Fixed Remuneration appraised in the FY, 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.

Besides the above, she will be entitled to the following perks/facilities which shall not be included in the computation of ceiling on 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;
- 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; and
- d) Company paid accommodation with all related incidental expenses, the cost of which shall be all inclusive upto Rs. 11 Lakhs per month with a provision of annual increase of upto 20% of the previous financial year cost w.e.f. April 01, 2023.

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.

In addition to above, Dr. Rashmi Saluja may be granted stock options of the Company under the Company's Employee Stock Option schemes and stock options of the subsidiaries / group companies of the Company under their respective Employee Stock Option schemes from time to time subject to necessary compliances and approvals.

**RESOLVED FURTHER THAT** apart from aforementioned remuneration and perk/facilities, any perquisite arising on exercise of stock options, granted to Dr. Rashmi Saluja under any employee stock option schemes of the Company or any of the subsidiary company / group company will form part of the remuneration for the purpose of Act and such perquisite be and is hereby also approved.



**RESOLVED FURTHER THAT** the Board (which includes Nomination and Remuneration Committee or any other Committee of 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, to settle any question, difficulty or doubt that may arise in giving effect to this resolution, 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 connection therewith or incidental thereto in order to give 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 16, 2022

**Address:** 1407, 14th Floor, Chiranjiv Tower, 43,  
Nehru Place, New Delhi – 110019

### 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. 2/2022 dated May 05, 2022 (collectively referred to as **“MCA Circulars”**) issued by the Ministry of Corporate Affairs (**“MCA”**) read with Circular number SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 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, 2022, 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 38<sup>th</sup> Annual General Meeting (**“AGM / Meeting”**) of the Company is being held through VC /OAVM on **Friday, September 23, 2022 at 11.30 A.M. (IST)**. The venue of the meeting shall be deemed to be the Registered Office of the Company at 1407, 14th Floor, Chiranjiv Tower, 43, Nehru Place, New Delhi – 110019.
2. The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts concerning the businesses under Item No. 3 to 8 of the accompanying Notice is annexed hereto and forms part of this notice. The Board of Directors of the Company at its meeting held on August 10, 2022 considered that the special businesses under Item No. 3 to 8, being considered unavoidable, be transacted at the AGM of the Company.
3. 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.
4. 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 Act will not be available for the AGM. However, the Body Corporate/Institutional/ Corporate members are entitled to appoint authorized representative to attend the AGM through VC/OAVM and participates thereat and cast their votes through e-voting.
5. Since the AGM will be held through VC/OAVM facility, the attendance slip, proxy form and Route Map are not annexed to this Notice.





6. Pursuant to the provisions of Section 113 of the Act, the Body Corporate/Institutional/Corporate members intending for their authorized representatives to attend the meeting and to vote at the AGM through e-voting facility are requested to send scanned certified true copy (PDF Format) of the latest 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](mailto:scrutinizer.maks@gmail.com) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above mentioned documents should be in the naming format “**Corporate Name\_Event No.**”
7. 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.
8. Relevant details in respect of Directors retiring by rotation / persons seeking appointment/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.
9. The Company has appointed M/s. KFin Technologies Limited, Registrars and Share Transfer Agent of the Company (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](http://www.religare.com).
10. In line with the MCA Circulars, the Notice calling the AGM along with Annual Report for FY 2021-22 have been uploaded on the website of the Company at [www.religare.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and is also available on the website of KFintech i.e. e-voting agency at <https://evoting.kfintech.com>.
11. 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.
12. 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.
13. Members may note that the VC/OAVM facility, provided by KFintech, allows participation of 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.
14. In accordance to the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“**ICSI**”) read with clarification /Guidance on applicability of Secretarial Standards dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.



15. **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.
16. **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.
17. 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.
18. The institutional members are encouraged to attend and vote at the AGM.
19. 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.
20. 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.
21. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 17, 2022 to Friday, September 23, 2022** (both days inclusive).
22. 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. MAKES & 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.
23. 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 2 working days 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.
24. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. [www.religare.com](http://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 23, 2022.
25. 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](mailto:investorservices@religare.com)





26. 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.
27. Members desirous of seeking any information relating to the annexed Annual Audited Financial Statements of the Company for the financial year ended March 31, 2022, are requested to write to the Company on or before **Tuesday, September 20, 2022** through email to [investorservices@religare.com](mailto:investorservices@religare.com). Same will be replied by the Company suitably.
28. The Company has designated an exclusive email ID [investorservices@religare.com](mailto: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.
- 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/mobilereg/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](mailto:einward.ris@kfintech.com).
- iii. Shareholders may also visit the website of the company [www.religare.com](http://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](mailto: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 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 19, 2022 to September 20, 2022. 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 Monday, September 19, 2022 (9.00 A.M. IST) and ends on Thursday, September 22, 2022 (5:00 P.M. IST).** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **Friday, September 16, 2022** (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.**