

RELIGARE DIGITAL SOLUTIONS LIMITED

Registered Office: 802-815B, 8th Floor, Gopal Das Bhawan, 28-Barakhamba Road, Connaught Place, New Delhi, India-110001

CIN: U67110DL2022PLC396298

E-mail: companysec.broking@religare.com

NOTICE

Notice is hereby given that the 3rd **Annual General Meeting** of the Members of **Religare Digital Solutions Limited (the "Company")** will be held on **Wednesday, September 24, 2025 at 11:00 AM at 8TH Floor, Max House Block A, Dr. Jha Marg, Okhla Phase 3, Okhla Industrial Estate, New Delhi- 110020** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 including Balance Sheet as at March 31, 2025, 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.

SPECIAL BUSINESS:

2. To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

"RESOLVED THAT Mr. Gurpreet Singh Sidana (DIN: 08542376), a Director liable to retire by rotation, who does not offer himself for re-appointment, be not re-appointed as a Director of the Company and the vacancy, so caused on the Board of the Company, be not filled up at this meeting.

3. **APPOINTMENT OF MR. ARJUN LAMBA (DIN: 00124804) AS DIRECTOR:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Arjun Lamba who was appointed as an Additional Director of the Company, with effect from May 06, 2025 under Section 161(1) & Section 174(2) of The Companies Act, 2013 and other applicable provisions (including any statutory modification(s) or re-enactment(s) thereof) and applicable provisions of Article 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 proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive & Non-Independent) of the Company, not liable to retire by rotation, in the forthcoming Annual General Meeting of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

4. **APPOINTMENT OF MR. PRATUL GUPTA (DIN: 06800814) AS A DIRECTOR:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Pratul Gupta who was appointed as an Additional Director of the Company, with effect from May 12, 2025 by the Board of Directors of the Company under Section 161(1) of The Companies Act, 2013 and other applicable provisions (including any statutory modification(s) or



re-enactment(s) thereof) and applicable provisions of Article 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 proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive & Non-Independent) of the Company, liable to retire by rotation, in the forthcoming Annual General Meeting of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

By order of the Board of Directors
For **Religare Digital Solutions Limited**



Gurpreet Singh Sidana

Director

DIN: 08542376

**Add: 2nd Floor, Club 125 (Tower A),
A-3, 4 & 5, Sector- 125, Noida - 201301**

Place: Noida

Date: September 02, 2025

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING IN THE PRESCRIBED FORMAT.
2. The statement pursuant to section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the notice is annexed.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
4. Members / Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Annual Report for the financial year ended March 31, 2025 containing, inter-alia, the Directors' Report, the Auditors' Report and the Audited Financial Statements is enclosed.
9. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours and shall also be so available during the meeting.
10. Members desirous of seeking any information relating to the annexed Annual Audited Accounts of the Company for the financial year ended March 31, 2025, may write to the Company at 2nd Floor, A-3, 4 & 5, Club 125, Sector-125 Noida - 201301 for the attention of Mr. Gurpreet Singh Sidana, Director at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
11. In terms of the requirements of the Secretarial Standards-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed. The landmark of the venue of the meetings is **OKHLA NSIC Metro Station**. The Route map is enclosed with the notice and same has also been posted on the website of the Company.
12. In terms of the requirements of the Secretarial Standards-2 on "General Meetings" issued by the Institute of the Company Secretaries of India, details in relation directors appointed / re-appointed are mentioned in the notice as **Annexure-A**.

By order of the Board of Directors
 For Religare Digital Solutions Limited




Gurpreet Singh Sidana
 Director
 DIN: 08542376

Add: 2nd Floor, Club 125 (Tower A),
 A-3, 4 & 5, Sector- 125, Noida - 201301

Place: Noida
 Date: September 02, 2025

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**ITEM NO. 2**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, Mr. Gurpreet Sidana, Director retires by rotation at the ensuing Annual General Meeting. Mr. Gurpreet Sidana has vide his letter dated August 30, 2025 has intimated to the Company, that he is not seeking re-appointment due to his personal reasons. Mr. Sidana, has been on the Board of the Company since April 07, 2022. The Board places on record its sincere appreciation and recognition of the valuable contribution and services rendered by Mr. Sidana during his tenure as a Director on the Board of the Company. The Board proposes that the vacancy caused by his retirement be not filled-up. Except Mr. Sidana, none of the Directors of the Company or their relative(s) is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution. Your Board of Directors recommend the passing of the resolution set out at Item No. 2 of this Notice.

ITEM NO. 3**APPOINTMENT OF MR. ARJUN LAMBA (DIN: 00124804) AS DIRECTOR**

Mr. Arjun Lamba (DIN: 00124804), was appointed as an Additional Director with effect from May 06, 2025, in accordance with the provisions of Section 161(1) & 174(2) of The Companies Act, 2013 and the rules prescribed thereunder.

Pursuant to Section 161 of The Companies Act, 2013, Mr. Arjun Lamba holds office up to the date of the ensuing Annual General Meeting. Mr. Arjun Lamba is not disqualified from being appointed as a Director in terms of Section 164 of The Companies Act, 2013 and has given his consent to act as the Director of the Company. In terms of provisions of Section 152 of The Companies Act, 2013, Director of the Company needs to be appointed at the general meeting. Accordingly, it is proposed to appoint **Mr. Arjun Lamba** as a **Director (Non-Executive & Non-Independent)** on the Board of the Company.

Members are informed that the Company is in receipt of notice as required under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Arjun Lamba for the office of Director.

A brief profile of Mr. Arjun Lamba is given below for reference of members:

Arjun Lamba is the founder director of Guardian Advisors Private Limited (SEBI registered PMS which was founded in 2005). He completed his BBA from Ecole Les Roches, Switzerland and having 23 years plus experience in the capital markets. Prior to starting Guardian Advisors Private Limited he was with Span Investments and Kotak Securities. He is an experienced Investment Professional in the Indian equities market for last 23 years. Guardian Advisors is a specialized investment firm focused on the Indian public equity markets, the Company is a registered portfolio manager with the Securities and Exchange Board of India (SEBI) since 2005. It is one of the oldest PMS providers in India. He has extensive capital markets experience and M&A (Mergers and Acquisitions) experience (Acquisition of Eveready Industries on behalf of the Burman Family) and is a Non-Independent & Non-Executive Director on the board of Eveready Industries India Limited (Leading battery brand in India) since 3rd September, 2022. He was also a key member of the Burman Family team that acquired Religare Enterprises Limited in 2025.

None of the Directors and Key Managerial Personnel of the Company except Mr. Arjun Lamba is concerned or interested, financial or otherwise, in the resolution.

The details of Mr. Arjun Lamba pursuant to Secretarial Standard on General Meeting (SS-2) is attached as Annexure A which forms part of this notice. The Board recommends the resolution set forth in **Item no. 03** for the approval of the members as **Ordinary Resolution**.



Religare Digital Solutions Limited

CIN: U67110DL2022PLC396298

Corporate Office : Plot No. A-3/4/5, Club 125, Sector-125, Noida-201 301 (U.P.), India, Phone: + 91-120-486 6666

Registered Office : 802 - 815B, 8th Floor, Gopal Das Bhawan, 28-Barakhamba Road, Connaught Place, New Delhi - 110001,

Phone: + 91-011-49871213, Fax: +91-011-49871189

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ITEM NO. 4**APPOINTMENT OF MR. PRATUL GUPTA (DIN: 06800814) AS DIRECTOR**

Mr. Pratul Gupta (DIN : 06800814) was appointed as an Additional Director with effect from May 12, 2025, in accordance with the provisions of Section 161 of The Companies Act, 2013 and the rules prescribed thereunder.

Pursuant to Section 161 of The Companies Act, 2013, Mr. Pratul Gupta, holds office up to the date of the ensuing Annual General Meeting. Mr. Pratul Gupta, is not disqualified from being appointed as a Director in terms of Section 164 of The Companies Act, 2013 and has given his consent to act as the Director of the Company. In terms of provisions of Section 152 of The Companies Act, 2013, Director of the Company needs to be appointed at the general meeting. Accordingly, it is proposed to appoint **Mr. Pratul Gupta**, as a **Director (Non-Executive & Non-Independent)** on the Board of the Company.

Members are informed that the Company is in receipt of notice as required under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Pratul Gupta for the office of Director.

A brief profile of Mr. Pratul Gupta is given below for reference of members:

With over 25 years of distinguished experience in consulting, investment and strategic leadership, Mr. Pratul Gupta currently serves as Head- Strategy, M&A and Investor Relations at Religare Enterprises Limited, a position he assumed in July 2022. Known for his visionary leadership and strategic acumen, Mr. Gupta has played a pivotal role in shaping the company's long term growth trajectory and strengthening stakeholder relationships. Mr. Gupta holds a B. Tech degree from Jamia Millia Islamia and has pursued postgraduate studies in Business Economics from University of Delhi. He further augmented his academic foundation with a degree in law from Chaudhary Charan Singh, equipping him with a comprehensive understanding of business, finance and regulatory framework. Over the course of his career, Mr. Gupta has held senior roles across leading global and domestic firms including Ernst & Young, ICRA Advisory, Moser Baer, Avigo Capital and Siguler Guff. His broad-based expertise spans corporate strategy, financial advisory, investment analysis and stakeholder engagement. A dynamic leader with proven track record of delivering results, Mr. Gupta is recognized for his ability to navigate complex business situations and drive value creation across organizations.

None of the Directors and Key Managerial Personnel of the Company except Mr. Pratul Gupta is concerned or interested, financial or otherwise, in the resolution.

The details of Mr. Pratul Gupta pursuant to Secretarial Standard on General Meeting (SS-2) is attached as Annexure A which forms part of this notice. The Board recommends the resolution set forth in **Item no. 04** for the approval of the members as **Ordinary Resolution**.

Place: Noida
Date: September 02, 2025



By order of the Board of Directors
For **Religare Digital Solutions Limited**


Gurpreet Singh Sidana
Director
DIN: 08542376

**Add: 2nd Floor, Club 125 (Tower A),
A-3, 4 & 5, Sector- 125, Noida - 201301**

ANNEXURE-A

Information of Director seeking appointment/re-appointment at the forthcoming Annual General Meeting pursuant to Companies Act 2013, and Secretarial Standard on General Meetings.

➤ Name of the Director: **Mr. Arjun Lamba**

Age	45 years					
Qualification	BBA from Ecole Les Roches, Switzerland					
Experience	More than 23 years					
Terms and conditions of appointment	Non- Executive & Non-Independent					
Relationship with other Directors, manger and other KMP of the company	No Relation					
Number of meetings attended during the year i.e. F.Y 2024-25	Not Applicable					
Shareholding in the Company	NIL					
Last Remuneration paid	Not Applicable					
Remuneration sought to be paid	Not Applicable					
Date of First appointment on the Board	Appointed w.e.f May 06, 2025					
Other Directorships	<div>➤ Guardian Advisors Private Limited</div> <div>➤ Casa Tres India Private Limited</div> <div>➤ Religare Broking Limited</div> <div>➤ Eveready Industries Private Limited</div> <div>➤ K.P.H. Dream Cricket Private Limited</div> <div>➤ Care Health Insurance Limited</div> <div>➤ Religare Enterprises Limited</div>					
Membership / Chairmanship of Committees of other Boards	Name of the Company	Designation	Committee			
				Religare Broking Limited	Member*	Loan Investment & Borrowing Committee
						Corporate Social Responsibility Committee
						Nomination & Remuneration Committee
	Audit Committee					
	Religare Enterprises Limited	Member	Nomination and Remuneration Committee			
Audit & Governance Committee						

*appointed as Member w.e.f May 12, 2025

➤ Name of the Director: **Mr. Pratul Gupta**

Age	48 years
Qualification	B. Tech degree from Jamia Millia Islamia, postgraduate studies in Business Economics from University of Delhi and degree in law

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	from Chaudhary Charan Singh.
Experience	Over 25 years
Terms and conditions of appointment	Non- Executive & Non-Independent
Relationship with other Directors, manger and other KMP of the company	No Relation
Number of meetings attended during the year i.e. F.Y 2024-25	Not Applicable
Shareholding in the Company	NIL
Last Remuneration paid	Not Applicable
Remuneration sought to be paid	Not Applicable
Date of First appointment on the Board	Appointed w.e.f May 12, 2025
Other Directorships	NIL
Membership / Chairmanship of Committees of other Boards	NIL

Place: Noida
Date: September 2, 2025



By order of the Board of Directors
 For Religare Digital Solutions Limited


Gurpreet Singh Sidana
Director
DIN: 08542376

**Add: 2nd Floor, Club 125 (Tower A),
 A-3, 4 & 5, Sector- 125, Noida - 201301**

ATTENDANCE SLIP**RELIGARE DIGITAL SOLUTIONS LIMITED****3rd Annual General Meeting to be held on Wednesday, September 24, 2025, at 11.00 A.M****Registered Office:** 802-815B, 8th Floor, Gopal Das Bhawan, 28-Barakhamba Road, Connaught Place, New Delhi, India-110001**CIN:** U67110DL2022PLC396298**E-mail:** companysec.broking@religare.com

Please fill attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional Slip at the venue of the meeting.

Name and address of the shareholder/Proxy: _____

Folio No.: _____ ID & Client ID*: _____

No. of Shares held: _____

I/We hereby record my/our presence at the Annual General Meeting of the company, to be held on **Wednesday, September 24, 2025 at 11:00 AM** at 8TH Floor, Max House Block A, Dr. Jha Marg, Okhla Phase 3, Okhla Industrial Estate, New Delhi- 110020.

Signature of the Shareholder or Proxy*: _____

Applicable for investors holding shares in electronic form.**Strike out whichever is not applicable.*

Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U67110DL2022PLC396298

Name of the company: Religare Digital Solutions Limited

Registered office: 802-815B, 8th Floor, Gopal Das Bhawan, 28-Barakhamba Road, Connaught Place, New Delhi, India-110001

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) ofshares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on **Wednesday, September 24, 2025 at 11:00 AM** at 8TH Floor, Max House Block A, Dr. Jha Marg, Okhla Phase 3, Okhla Industrial Estate, New Delhi- 110020 and at any adjournment thereof in respect of such resolutions as are indicated in Notice.

Signed this..... day of..... 2025

Signature of shareholder_____
Signature of Proxy holder

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

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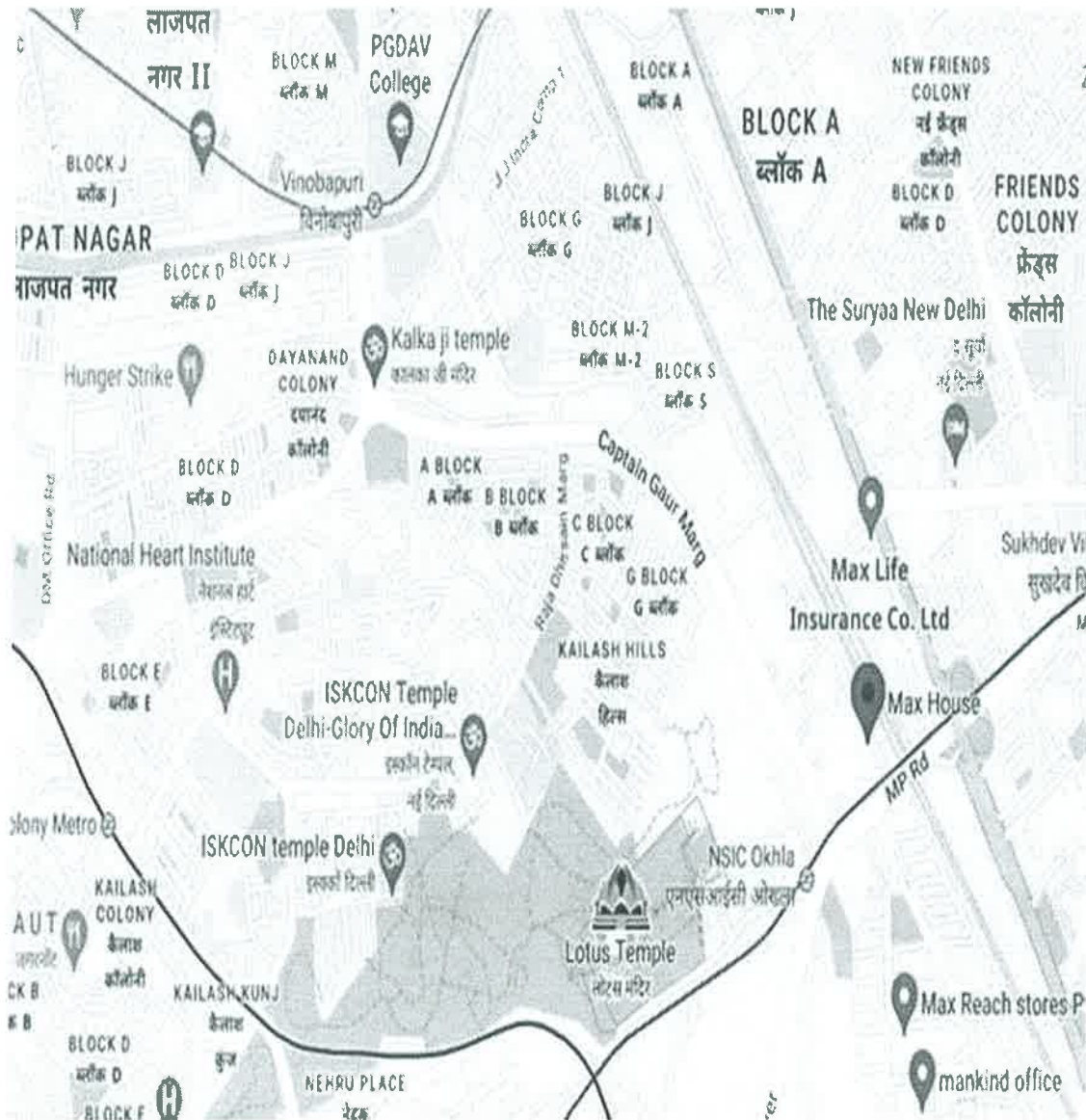


4. *It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.*
5. *Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.*
6. *In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.*
7. *Please complete all details including details of member(s) in the above box before submission.*



Route Map

Venue: 8th Floor, Max House Block A, Dr. Jha Marg, Okhla Phase 3, Okhla Industrial Estate, New Delhi-110020



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