

**RELIGARE BROKING LIMITED**  
**Registered Office:** 2<sup>nd</sup> Floor, Rajlok Building, 24, Nehru Place, New Delhi-110019

**CIN:** U65999DL2016PLC314319

**E-mail:** [companysec.broking@religare.com](mailto:companysec.broking@religare.com) **Website:** [religareonline.com](http://religareonline.com)

### NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the members of **RELIGARE BROKING LIMITED** will be held on Tuesday, April 02, 2019 at 11.00 A.M. at **2<sup>nd</sup> Floor, A-3/4/5, Prius Global, Sector-125, Noida-201301** to transact the following special business:

### SPECIAL BUSINESS

#### **1. Approval for "Religare Broking Limited Employees Stock Option Plan 2019"**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ('the Act') and subject to the provisions contained in the Memorandum and Articles of Association of the Company and subject to such other approval if required under any regulatory obligations and subject to other applicable law, approvals, permissions and sanctions as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors, the approval and consent of the members be and is hereby accorded respectively to the '**Religare Broking Limited Employees Stock Option Plan 2019**' ("**Scheme / RBL ESOP 2019**") and to the Board of Directors of the Company (*hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including Nomination and Remuneration Committee (NRC)*) to create, offer and grant at any time or from time to time to the present and future permanent employees of the Company in India or outside India including whole-time directors selected on the basis of criteria prescribed by the Board or a Committee thereof in accordance with the applicable regulation, except a promoter or a person who belongs to the promoter group, a director who directly or indirectly is holding more than 10% of the issued capital of the company and an independent director (hereinafter referred to as the "**Eligible Employees**" of the Company) such number of options as the Board may decide, which would result in Equity Shares not exceeding **10%** of the expanded share capital of the Company (inclusive of the equity shares to be allotted pursuant to stock options granted under the RBL ESOP 2019) and as considered after taking into account any other equity shares (including through convertible instruments) as may be issued by the Company during the currency of the RBL ESOP 2019 to the permanent employees, existing and future, including the Directors whether whole-time Directors or not (but excluding the Independent Director) of the Company, as may be decided solely by the Board under the Scheme, in one or more tranches, on such terms and in such manner as the Board may decide in accordance with the provisions of the law."

**RESOLVED FURTHER THAT** the Board/NRC be and is hereby authorized to issue and allot Equity Shares to the eligible employees and Directors of the Company upon exercise of Options from time to time in accordance with Scheme or allot Equity Shares to a Trust set-up to administer SCHEME."

**RESOLVED FURTHER THAT** the Equity Shares to be allotted and issued by the Company in the manner aforesaid shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Equity Shares are required to be issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of Equity Shares as approved above shall be deemed to increase to the extent of such additional Equity Shares issued.

**RESOLVED FURTHER THAT** in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs. 10/- per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the terms and conditions of the Employee Stock Options or of the Scheme from time to time including but not limited to suspend, withdraw, terminate or revise the Scheme as it may deem fit at its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, any Rules issued in this behalf, the Memorandum and Articles of Association of the Company and any other applicable laws."

**2. Approval of grant of Employee Stock Options to the employees/ Directors of Holding Company and Subsidiary Companies of the Company under 'RELIGARE BROKING LIMITED Employees Stock Option Plan 2019'**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, if any read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) (the "Act") and subject to the provisions contained in the Memorandum and Articles of Association of the Company and subject to such other approval if required under any regulatory obligations and subject to other applicable law, approvals, permissions and sanctions as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors (hereinafter referred to as the '**Board**' which term shall be deemed to include any Nomination and Remuneration Committee(NRC) constituted/re-constituted by the Board or any other Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution), consent of the members be and is hereby accorded to introduce and implement the "**Religare Broking Limited Employees Stock Option Plan 2019**" (hereinafter referred to as the "**Scheme / RBL ESOP 2019**") to create, grant, issue, offer and allot at any time or from time to time permanent employees and/or

directors of (a) the subsidiary company(ies), if any of the Company in India or outside India, or (b) of a holding/ultimate holding company of the Company, such number of options as the Board may decide, which would result in Equity Shares upto 10% of the expanded share capital of the Company (inclusive of the equity shares to be allotted pursuant to stock options granted under the RBL ESOP 2019) and as considered after taking into account any other equity shares (including through convertible instruments) as may be to be issued by the Company during the currency of the RBL ESOP 2019 in one or more tranches at such price and on such terms and conditions as may be determined by the Board.

**RESOLVED FURTHER THAT** the Board/NRC be and is hereby authorized to issue and allot Equity Shares to the eligible employees and Directors of the Company upon exercise of Options from time to time in accordance with Scheme or allot Equity Shares to a Trust set-up to administer SCHEME.”

**RESOLVED FURTHER THAT** the Equity Shares to be allotted and issued by the Company in the manner aforesaid shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.

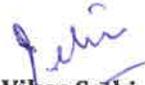
**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Equity Shares are required to be issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of Equity Shares as approved above shall be deemed to increase to the extent of such additional Equity Shares issued.

**RESOLVED FURTHER THAT** in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs. 10/- per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the terms and conditions of the Employee Stock Options or of the Scheme from time to time including but not limited to suspend, withdraw, terminate or revise the Scheme as it may deem fit at its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, any Rules issued in this behalf, the Memorandum and Articles of Association of the Company and any other applicable laws.”

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



  
**Vikas Sethi**  
Company Secretary  
Membership No- A17411  
Add: 2<sup>nd</sup> Floor, Tower- A,  
Plot No. 3, 4 & 5, Prius Global,  
Sector 125, Noida-201301

**Place:** Noida  
**Date:** March 08, 2019

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PROXY FORM IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROVIDED A MEMBER HOLDING MORE THAN TEN PERCENT 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged for this meeting, at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company for the said purpose.
3. Corporate Members are requested to send a duly certified copy of the board of director's resolution/power of attorney authorizing their representative to attend and vote at the extraordinary general meeting.
4. Copy of this Notice along-with all relevant documents referred in notice including Memorandum and Articles of Association of the Company, the Register of Directors and Key Managerial Personnel and their shareholding maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013, are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of Extra-ordinary General Meeting and will also be available for inspection at the meeting.
5. 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.
6. Members are requested to update their preferred e-mail ids with the Company / depository participants, which will be used for the purpose of sending the official documents through e-mail.
7. Attendance slip and proxy form are also enclosed.
8. A route map to reach the venue of the Extra-ordinary General Meeting including prominent land mark for easy location is enclosed.

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

  
**Vikas Sethi**

**Company Secretary**

**Membership No- A17411**

Add: 2<sup>nd</sup> Floor, Tower- A,  
Plot No. 3, 4 & 5, Prius Global,  
Sector 125, Noida-201301

**Place:** Noida

**Date:** March 08, 2019

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,**

**2013**

**ITEM NO.1 & 2**

**APPROVAL OF 'RELIGARE BROKING LIMITED EMPLOYEES STOCK OPTION PLAN 2019'**

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based compensation scheme. Your Company believes in rewarding the employees and Directors of the Company and that of its Holding Company and Subsidiary Companies for their hard work, dedication and support, which would help the achieve corporate growth and create Shareholders value.

Accordingly, the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute and to exercise its powers, including the powers conferred by this resolution), in their meeting dated **March 08, 2019** have approved **Religare Broking Limited Employee Stock Option Plan 2019 ("Scheme/ RBL ESOP 2019")** for the permanent employees and directors whether a whole-time director or not (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company and its present and future holding company and subsidiary company(ies) (hereinafter referred to as "Employees").

In terms of provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, if any read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) (the "Act"), for issue of Shares to persons other than the existing Members of the Company, the approval of the existing Members by way of Special Resolution is required. Accordingly, the Special Resolution set out in **Item No. 1** is proposed for seeking approval of members for the formulation and implementation of the "**Religare Broking Limited Employee Stock Option Plan 2019 ("RBL ESOP 2019/ Scheme")**" and issue of shares under the said Scheme to the Employees as detailed in the resolutions.

Further, in terms of provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, if any read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) (the "Act") approval of the shareholders by way of separate Special Resolution is also required to be obtained by the Company, if the benefits of the **RBL ESOP 2019** are to be extended to the employees of the holding/subsidiary Company. Accordingly, the special resolution set out at **Item No. 2**, proposing to cover the Employees of the present and future holding and subsidiary companies of the Company under the **RBL ESOP 2019** is placed for seeking approval of the members.

**The salient features of the RBL ESOP 2019 are as under:**

**a. Brief Description of the Scheme- RBL ESOP 2019**

This Scheme shall be called the "Religare Broking Limited Employees Stock Option Plan 2019 (hereinafter referred to as "**Scheme / RBL ESOP 2019**") and shall extend its benefits to (a) permanent employee of the Company who has been working in India or out of India; (b) a director of the Company, whether a whole time director or not but excluding an independent director; or (c) an employee as defined in (a) or (b) above of a subsidiary , in India or outside India or of a ultimate holding company/holding Company of the Company hereinafter referred to as "**Employees**".

The Scheme will be implemented via Direct Route wherein the Company will allot fresh equity shares of the Company to the Employees and shall be administered by the Board.

The Company proposes to introduce RBL ESOP 2019 to attract, reward and retain talented and key eligible employees of the Company and of its Holding Company/ Subsidiaries in the competitive environment and encourages them to align individual performance with the organizational goals. The Company also wishes to attract and retain top performers, motivate employees to achieve business goals, reward performance with ownership and align employees' interests with those of Shareholders. The Company views employee stock options as instruments that would enable the employees to share the value they would create and contribute to the Company in the years to come.

**b. Total number of Options to be granted:**

The maximum number of options that may be issued pursuant to this Scheme shall not exceed 10% of expanded share capital of the Company (after taking into account any other equity Shares including through convertible instruments).

If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such option shall be available for further grant under the Scheme as per the discretion of the Board.

**c. Identification of classes of employees entitled to participate in the Employee Stock Option Scheme(s):**

Following classes of employees are entitled to participate in the Scheme:

1. a permanent employee of the Company who has been working in India or out of India; or
2. a director of the Company, whether a whole time director or not, but excluding an independent director; or
3. an employee as defined in clause 1. or 2. of a subsidiary, in India or outside India, or of a holding company of the Company

Following persons are not eligible:

- (a) an employee who is a Promoter or a person belonging to the Promoter Group; or
- (b) a director who either himself or through his/her relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company;

**d. Appraisal process for determining the eligibility of employees under the Scheme:**

In determining the eligibility of an Employee to receive Options under the Scheme, the Board may consider the qualification, experience, hierarchy level in the organization or performance of an Employee as indicated by the annual performance appraisal, minimum period of service, the position and responsibilities of an Employee, the criticality of the role to the Company, his/her present and potential contribution to the success of the Company, past service and such other factors that the (Board/Committee) may deem relevant.

**e. Requirements of vesting and period of vesting:**

The minimum Vesting Period of the Options granted pursuant to the Scheme shall be one year from the date of Grant and could be different for different Employees as more particularly set forth in the Grant. The vesting of Stock Options could also be contingent on achievement of certain performance conditions more particularly set forth in the Grant.

The maximum period within which the Options shall be vested under the Scheme shall be six years from the date of the Grant or such other period as may be decided by the Board from time

to time. The vesting schedule of the grantee and performance conditions, if any, will be clearly defined in their grant letter. The Board shall have the power to modify or accelerate the vesting schedule on a case-to-case basis subject to the minimum gap of 1 (One) Year between the grant and first vesting.

Notwithstanding anything mentioned in the Scheme, Options which are not vested shall automatically lapse after the Vesting Date without surviving any rights/ liabilities for any party in respect of such Options, except in situations covered under clause 14.2 of the scheme.

**f. Maximum period within which the Options shall be vested:**

Options granted under Scheme would vest subject to maximum period of **6 years** from the date of grant of such Options.

**g. Exercise price or pricing formula:**

The Exercise Price for the Options granted shall be the Fair Market Value of the Shares or such other price as may be determined by the Board but shall not be less than face value of Shares.

Fair Market Value of Share" means the latest available fair value per share, but not more than twelve months old, for the Company as determined most recently prior to the Grant date. This may be determined by the Board basis merchant banker or chartered accountant valuation, or basis recent transaction or any other methodology as adopted by the Company;

If and when the company gets listed, then the latest available closing price immediately prior to the grant date on the stock exchange having higher trading volume shall be considered as the Fair Market Value of Share.

**h. Exercise period and the process of exercise:**

Exercise Period would commence from the vesting date and would expire not later than 8 (Eight) years from the date of vesting of Options or such other period as may be decided by the Board.

A Grantee has the right to convert any number of his/her Vested Options into Shares in full or in tranches at any time during the Exercise Period subject to the following conditions:

The Vested Options may be exercised by a Grantee during the Exercise Period only by way of an Exercise Notice specifying the number of Vested Options to be exercised. The Option shall be deemed to be exercised upon completion of all of the following actions:

- (i) an Employee delivering the Exercise Notice to the Company; and
- (ii) receipt by the Company of the total consideration equal to the respective Exercise Price of the Option; and
- (iii) upon the satisfaction of the tax liability set out in clause 27 of the scheme.

In case, the Grantee does not exercise the Vested Options during the Exercise Period, they will lapse, be cancelled forthwith and no rights will accrue after that date.

**i. Lock-in period post exercise of Options, if any:**

The Shares allotted upon Exercise of Vested Options in accordance with the Scheme are not subject to any lock-in period.

**j. Maximum number of Options to be issued per employee and in aggregate:**

The maximum number of options that may be issued pursuant to this Scheme shall not exceed 10% of expanded share capital of the Company (after taking into account any other equity Shares including through convertible instruments).

The maximum number of Options Granted to any single Grantee during one year under the Scheme shall not exceed 1 % of the total issued and subscribed share capital (excluding outstanding warrants and conversions) at the time of the Grant.

The Board may decide to grant such number of options equal to or exceeding 1% of the issued capital to any Eligible Employee as the case may be, subject to the separate prior approval of the shareholders.

**k. Method of Option valuation:**

The Company shall use the Discounted Cash Flow method for valuation of the Options granted to calculate the employee compensation cost.

**l. Conditions under which Vested Options may lapse:**

If a Grantee's employment with the Company terminates for Cause, then the Options, to the extent not previously exercised, will lapse on the date of such termination of employment.

"Cause" shall include (i) engaging by a Grantee in wilful, reckless or grossly negligent misconduct which is determined by the Board to be detrimental to the interest of the Company or any of its affiliates, monetarily or otherwise, or (ii) a Grantee pleading guilty to or conviction of a felony, or (iii) fraud, misfeasance, breach of trust or wrongful disclosure of any secret or confidential information about the Company by the Grantee to any third party, or (iv) employment of a Grantee in any other organisation or provision of services by a Grantee for any other organisation, or (v) any other reason which is determined by the Board to be detrimental to the interest of the Company.

**m. Exercise period in case of proposed termination of employment or resignation of employee:**

If a Grantee's employment with the Company is terminated due to voluntary resignation on the part of the Grantee, then all Options not vested in the Employee as on the date of termination shall lapse forthwith. The Vested Options can be exercised by an Employee prior to the expiry of Exercise Period or within three months from the date of cessation, whichever is earlier. If a Grantee's employment with the Company terminates due to completion of his/her employment contract, then all Options which are not vested at the time of such termination shall lapse forthwith. The Vested Options can be exercised by such Grantee prior to the expiry of Exercise Period. For the purposes of this clause, employment shall be deemed to have terminated on the last day of such Grantee's employment with the Company.

However, resignation on account of leaving the Company for joining any of the group company of the Company will be regarded as employment transfers within the Company and will not be regarded as resignation or termination under this clause.

**n. Adherence to applicable Accounting Standards:**

The Company shall comply with guidelines or accounting standards as may be applicable, from time to time. The Company shall follow the relevant Indian Accounting Standards (IND-AS), prescribed from time to time, including the disclosure requirements.

As Scheme contemplates issue of Shares to persons other than existing Shareholders of the Company, consent of the members is being sought pursuant to **Section 62(1)(b)** and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder.

The Board recommends the above resolutions for your approval by way of **special resolution**.

None of the Directors, Key Managerial Personnel and their relatives, are in any way concerned or interested, financial or otherwise in the Resolutions except to the extent of the Shares that may be offered to them under the Scheme.

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



**Vikas Sethi**

**Company Secretary**

**Membership No- A17411**

Add: 2<sup>nd</sup> Floor, Tower- A,  
Plot No. 3, 4 & 5, Prius Global,  
Sector 125, Noida-201301

**Place:** Noida

**Date:** March 08, 2019

**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]*

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CIN: U65999DL2016PLC314319

Name of the Company: Religare Broking Limited

Registered office: 2<sup>nd</sup> Floor, Rajlok Building, 24, Nehru Place, New Delhi -110019

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|--|
| Name of the member (s):<br>Registered address:<br>E-mail Id:<br>Folio No/ Client Id:<br>DP ID: |
|--|

I/We, being the member (s) of .....shares 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 Extra-Ordinary General Meeting of the Company, to be held on Tuesday, 2<sup>nd</sup> April, 2019 at A-3/4/5, Prius Global, Sector-125, Noida-201301 at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

| S.No. | Resolutions  | Optional* |         |
|-------|--|-----------|---------|
|       |  | For       | Against |
| 1     | Approval for "Religare Broking Limited Employees Stock Option Plan 2019  |           |         |
| 2     | Approval of grant of Employee Stock Options to the employees/ Directors of Holding Company and Subsidiary Companies of the Company under 'Religare Broking Limited Employees Stock Option Plan 2019' |           |         |

Signed this..... day of..... 2019

\_\_\_\_\_  
**Signature of shareholder**

\_\_\_\_\_  
**Signature of Proxy holder**

Affix  
Revenue  
Stamp

**Note:**

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.*
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.*

|                        |
|------------------------|
| <b>ATTENDANCE SLIP</b> |
|------------------------|

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.: \_\_\_\_\_

DP ID & Client ID\*: \_\_\_\_\_

No. of Shares held: \_\_\_\_\_

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company, to be held on Tuesday, 2<sup>nd</sup> April, 2019 at A-3/4/5, Prius Global, Sector-125, Noida-201301 at 11:00 A.M.

Signature of the Shareholder or Proxy\*\*:

\_\_\_\_\_

\*Applicable for investors holding shares in electronic form.

\*\*Strike out whichever is not applicable

## Route Map

