

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 2nd Extra Ordinary General Meeting of the members of **Religare Digital Solutions Limited** of **FY 2025-26** will be held on Thursday, 26th day of February 2026 at 11:30 A.M. at shorter notice at 8TH Floor, Max House Block A, Dr. Jha Marg, Okhla Phase 3, Okhla Industrial Estate, New Delhi- 110020 at to transact the following business:

SPECIAL BUSINESS:**ITEM NO. 01****TO AMEND MAIN OBJECT CLAUSE AND ANCILLARY TO THE MAIN OBJECTS OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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 4 and 13 of the Companies Act, 2013 (the "Act") and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consent or intimation, as may be required from the Registrar of Companies, statutory and regulatory authorities or any third party, as applicable, in this regard and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall include any Committee or one or more Directors), on recommendation of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for alteration of following Clauses of Memorandum of Association ("**MoA**") of the Company

- (A) re-naming of existing Clause 3(B) heading of the Memorandum of Association ("**MoA**") of the Company, as under:

Matters which are necessary for furtherance of the objects specified in Clause III(A):

- (B) **Insertion of sub-clauses 3(a), 3(b), 4 and 5 in existing Clause III(A) of the MoA i.e. the main objects to be pursued by the Company on its incorporation are:**

3. (a) To act as a Corporate Agent and to apply for, obtain, hold and maintain registration from the Insurance Regulatory and Development Authority of India (IRDAI) and to carry on the business of soliciting, procuring, servicing and facilitating insurance products in accordance with the Insurance Act, 1938, the Insurance Regulatory and Development Authority Act, 1999, and the IRDAI (Registration of Corporate Agents) Regulations, as amended from time to time, for and on behalf of one or more life insurance, general insurance and health insurance companies, strictly in compliance with applicable laws, rules, regulations, circulars and guidelines.

(b) To provide customer interface services including proposal facilitation, documentation support, premium servicing, policy renewals, endorsements, claims coordination (without



settlement authority), grievance assistance and allied support services as permitted to a Corporate Agent under the regulatory framework prescribed by IRDAI. to solicit and procure Insurance Business as Corporate Agent in respect of all classes of insurance and to undertake such other activities as are ancillary and incidental thereto.

4. To carry on the business of marketing, distributing, servicing, facilitating and providing access to the National Pension System (NPS), Atal Pension Yojana (APY) and any other pension or retirement benefit schemes introduced or regulated by the Pension Fund Regulatory and Development Authority (PFRDA) or any other statutory authority, and to act as a Point of Presence (PoP), Aggregator, facilitator, service provider or in any other permitted capacity and to undertake all such activities as may be incidental or ancillary to it.
5. To carry on the business of distribution, marketing, promotion, selling and servicing of mutual fund schemes, units and other financial products issued by Asset Management Companies (AMCs), mutual funds, trusts or institutions, whether public or private, in India or abroad, as an AMFI-registered Mutual Fund Distributor or in any other legally permissible capacity, and to earn commission, fees or other lawful consideration, subject to compliance with the rules, regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), Association of Mutual Funds in India (AMFI) or any other competent authority.

(C) Insertion of sub-clauses 24 and 25 in existing Clause III (B) the objects necessary for furtherance of the objects specified in clause III(A):

24. Subject to Sections 71, 73, 74, 77 179 and 180 and the rules made thereunder, and in compliance with the directions and guidelines issued by the Reserve Bank of India from time to time, the Company may raise or borrow money, whether by way of loans, deposits or otherwise, including through the issue of debentures or other securities, in such manner and on such terms as it may deem fit, and secure the repayment thereof by mortgage, charge or lien on all or any of the present and future properties, assets or undertakings of the Company, including its uncalled share capital, and may also redeem, repay or otherwise deal with such securities in accordance with applicable law.

25. Subject to Sections 179, 180, 185 and 186 and the rules made thereunder, and subject to such approvals, limits and conditions as may be prescribed from time to time, the Company may make investments, grant loans or provide guarantees or security in connection with loans to any person or body corporate, in such manner and on such terms and conditions as the Company may deem fit, including by way of acquisition of securities, and may vary, renew, recall or otherwise deal with such investments, loans, guarantees or securities in accordance with applicable law.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to:

- (i) prepare, execute and file all other necessary forms, returns, documents as may be required to be filed or submitted with Registrar of Companies ("RoC"), Reserve Bank of India ("RBI") or other statutory and regulatory authorities to give effect to the aforementioned resolution;
- (ii) appoint any advisor, consultant or lawyer to represent the Company before any authorities, as mentioned above;
- (iii) delegate any or all of the authority vide appropriate letter of authority to official or person in the best interests of the Company; and
- (iv) do all such acts and deeds that may be required for the purpose of giving effect to the aforementioned resolution.



RESOLVED FURTHER THAT a certified true copy of the resolution be provided to the concerned under the signature of any Directors of the Company."

ITEM NO. 02

TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY

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 Section 14 of the Companies Act, 2013 (including any amendment, statutory modification or re-enactment thereof for the time being in force), and applicable rules and subject to such approvals, consent or intimation, as may be required from the Registrar of Companies, statutory and regulatory authorities or any third party, as applicable, in this regard and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall include any Committee or one or more Directors), on recommendation of the Board of Directors of the Company, consent of shareholders of the Company be and is hereby accorded for altering the Articles of Association of the Company ("**AoA**") by way of addition of the following clauses of the AoA in conformity with the Companies Act, 2013 and rules made thereunder:

144. Subject to the provisions of Sections 71, 73, 179 and 180 and other applicable provisions of the Act, and the regulations there under and directions issued by any regulatory authority, the Directors may exercise all the powers of the Company to borrow money, borrowing instrument and to mortgage or charge its undertaking, property (both present and future) and uncalled capital, or any part thereof and to issue debentures, debenture-stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

145. The payment or repayment of moneys borrowed as aforesaid maybe secured in such manner and upon such terms and conditions in all respects as the Board may think fit and in particular by a resolution passed at a meeting of the Board (and not by circulation) by the issue of debenture or debenture stock of the Company charged upon all or any of the property of the Company (both present and future), including its uncalled capital for the time being.

146. Subject to the provisions of Sections 179, 185, 186 and other applicable provisions of the Act, the Board may extend loan to, guarantee or provide security in connection with a loan to any other body corporate or person or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate with the prescribed limit and beyond in compliance with the provisions of the applicable law.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to:

- (i) prepare, execute and file all other necessary forms, returns, documents as may be required to be filed or submitted with Registrar of Companies ("**RoC**"), Reserve Bank of India ("**RBI**") or other statutory and regulatory authorities to give effect to the aforementioned resolution;
- (ii) appoint any advisor, consultant or lawyer to represent the Company before any authorities, as mentioned above;
- (iii) delegate any or all of the authority vide appropriate letter of authority to official or person in the best interests of the Company; and
- (iv) do all such acts and deeds that may be required for the purpose of giving effect to the aforementioned resolution.



RESOLVED FURTHER THAT a certified true copy of the resolution be provided to the concerned under the signature of any Directors of the Company."

ITEM NO. 03

APPOINTMENT OF MR. RAJEEV GUPTA (DIN 11319422) AS DIRECTOR (NON-EXECUTIVE NON-INDEPENDENT)

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 152 , 161 of the Companies Act, 2013, ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Act (including any statutory modification(s) or re-enactment(s) thereof) and applicable provisions of Article of Association of the Company, Mr. Rajeev Gupta, (DIN 11319422) who was appointed as an Additional Director of the Company, by the Board of Directors of the Company, with effect from September 27, 2025 and in respect of whom the Company has received a notice in writing from a member proposing his candidature as per section 160 (1) of the Act 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.

RESOLVED FURTHER THAT any Director be of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution"

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



Pratul Gupta
Director
DIN: 06800814

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

Date: February 20, 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act'), which sets out details relating to Special Business at the EGM is annexed hereto.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THEIR BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBER NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL 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.**
3. Corporate Members intending to send their Authorized Representative to attend the Meeting are requested to send a duly certified copy of the Board or governing body resolution/authorization etc., authorizing their representative to attend and vote at the EGM.
4. Members / Proxies should fill in the attendance slip for attending the EGM. Attendance slip and the proxy form as prescribed under the Companies Act, 2013 is enclosed with the Notice.
5. The documents referred to in the proposed resolution are available for inspection at the registered office and corporate office of the Company during normal business hours on working days between 9:00 a.m. to 6:00 p.m. except on holidays, upto the date of the EGM and at the EGM also.
6. 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.
7. 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
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat accounts(s) dormant for long. Periodic statement of holding should be obtained from the concerned Depository Participant and holdings should be verified.
9. 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.

By order of the Board of Directors

For Religare Digital Solutions Limited



Pratul Gupta
Director

DIN: 06800814

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

Date: February 20, 2026

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the business mentioned in the accompanying notice.

ITEM NO. 01

The members are requested to note that Company proposes to expand and diversify its business activities by entering into the business of acting as a Corporate Agent for insurance companies, subject to obtaining the requisite registration from the Insurance Regulatory and Development Authority of India (IRDAI), Mutual Fund Distributor and Pension Scheme intermediation i.e. NPS etc., subject to receipt of regulatory approvals, as required. It may be noted that the proposed businesses i.e. corporate agent, financial intermediary for distribution and pension schemes, are broadly covered in existing object clause of the Memorandum of Association (MoA) of the Company; however, the proposed changes are sought in order to clarify and expand scope of the same. The Company is proposing to engage into the proposed businesses in compliance with the applicable regulatory framework for such businesses.

Further, in order to support the proposed business operations and to ensure operational flexibility, it is considered necessary to suitably expand the ancillary and incidental objects of the Company, inter alia, to enable the Company to raise or borrow funds and to make investments, grant loans, or provide guarantees or security, subject to compliance with the applicable provisions of the Companies Act, 2013 and regulatory guidelines.

Further, the heading of Clause III(B) is required to be renamed as 'Matters which are necessary for furtherance of the objects specified in Clause III(A)' instead of 'Matters which are necessary for furtherance of the objects specified in Clause 3(a)' to align as per the law.

Accordingly, in order to carry the proposed business, as mentioned above, Clause III(A) and Clause III(B) of MoA is required to be amended by inserting new sub-clauses 3(a), 3(b), 4 and 5 of Clause III(A) and sub-clauses 24 to 25 of Clause III (B), as mentioned in resolution accompanying Item No. 1 of this Notice, after sub-clause 2 of existing Clause III(A) and after sub clause 23 of existing Clause III(B) of the MoA, by passing special resolution as per provisions of Sections 4 and 13 and other applicable provisions the Companies Act, 2013 ("Act").

The Board in its meeting held on **January 30, 2026** has considered and approved the proposal and amend the main object and ancillary clause of the MoA of the Company, as stated above, and recommends the same for approval shareholders of the Company.

The entire set of proposed MoA is available at the registered office of the Company for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the EGM of the Company.

None of the Directors and KMPs of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 1 of the Notice.

The Board recommends the resolution set forth in Item No. 1 of the Notice for the approval of the members as **Special Resolution**.



ITEM NO.2

The members are requested to note that in its ordinary course of business, the Company require authorisations related to availing or providing loan, investment or guarantee as per the provisions of the Companies Act, 2013. Accordingly, it is proposed to include such authorisations in the Articles of Association ("AoA") of the Company by adding Articles 144, 145 and 146 by passing special resolution as per the provisions of Sections 5 and 14 and other applicable provisions of the Companies Act, 2013 ("Act").

The Board in its meeting held on **January 30, 2026** has considered and approved the proposal for amendment of the AoA, as stated above, as per the resolution no. 2 in accompanying notice and recommends the same for shareholders' approval of the Company.

The entire set of proposed AoA is available at the registered office of the Company for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the EGM of the Company.

None of the Directors and KMPs of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 2 of the Notice.

The Board recommends the resolution set forth in Item No. 2 of the Notice for the approval of the members as **Special Resolution**.

ITEM NO.3

APPOINTMENT OF MR. RAJEEV GUPTA (DIN: 11319422) AS A DIRECTOR:

The members are requested to note that Mr. Rajeev Gupta (DIN:11319422), was appointed as an Additional Director with effect from September 27, 2025 by the Board of Directors of the Company 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. Rajeev Gupta, holds office up to the date of the ensuing Annual General Meeting. Mr. Rajeev 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. Rajeev 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. Rajeev Gupta.



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

Mr. Rajeev Gupta holds a Master's degree in Economics and a Post Graduate Diploma in Business Administration (PGDBA) specializing in Finance. He began his professional journey with Abhipra Capital Limited before moving to Zuari Investments Limited (A KK Birla company) and has also contributed his expertise at NSDL Payments Bank.

With over 25 years of diverse experience in financial markets, Mr. Gupta currently serves as Executive Vice President at Religare Broking Limited (RBL). In this capacity, he leads the E-Governance business of Religare Digital Solutions Limited, alongside overseeing the Third Party Product (TPP) business of RBL. He played a pivotal role in the business incubation, establishment, and expansion of key verticals including TPP, Financial Inclusion, and Registrar and Transfer Agent (RTA) businesses.

Mr. Gupta, brings rich experience in business incubation, profit center management and team building. Adept at balancing risk compliance and business objectives, Mr. Gupta leverages technology for business transformation to create scalable and sustainable business models.

None of the Directors/Key Managerial Personnel of the Company except Mr. Rajeev Gupta himself are concerned or interested, financial or otherwise, in the resolution.

The details of Mr. Rajeev 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. 03** for the approval of the members as **Ordinary Resolution**.

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



Pratul Gupta
Director

DIN: 06800814

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

Date: February 20, 2026

Annexure-A

INFORMATION REQUIRED AS PER SECRETARIAL STANDARD-2

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

Age	51 years
Qualification	Master's Degree in Economics and a Post Graduate Diploma in Business Administration(PGDBA) specializing in Finance
Experience	More than 25 years
Terms and conditions of appointment/ re-appointment	Non-Executive & Non-Independent , liable to retire by rotation.
Relationship with other Directors, manger and other KMP of the company	No relation
Number of meetings attended during the year i.e. F.Y 2025-26	Board: 02* (*Appointed w.e.f September 27, 2025)
Shareholding in the Company	One Share as Nominee Shareholder of Religare Broking Limited, Holding Company
Last Remuneration paid	NA
Remuneration sought to be paid	NA
Date of First appointment on the Board	Appointed w.e.f September 27, 2025
Other Directorships	NIL
Membership / Chairmanship of Committees of other Boards	NIL

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:....., or failing him

3. 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 Extraordinary General Meeting of the company, to be held on Thursday, 26th day of February, 2026 at 11:30 A.M. 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..... 2026

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder

Note: 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.

ATTENDANCE SHEET

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 Extra Ordinary General Meeting of the company, to be held on Thursday, 26th day of February, 2026 at 11: 30 A.M. 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.*

Route Map

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

