

NOTICE OF EXTRA-ORDINARY GENERAL MEETING OF RELIGARE DIGITAL SOLUTIONS LIMITED CALLED BY RELIGARE BROKING LIMITED, AS REQUISITIONIST SHAREHOLDER, PURSUANT TO SECTION 100 OF THE COMPANIES ACT, 2013

Notice is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Religare Digital Solutions Limited ("**RDSL**" or "**the Company**"), will be held on Wednesday, April 30, 2025 at 05:00 P.M. at 802-815B, 8th Floor, Gopal Das Bhawan, 28-Barakhamba Road, Connaught Place, New Delhi, India-110001, at a **shorter notice**, called by Religare Broking Limited, Holding Company of RDSL as requisitioner, holding 1,00,000 equity shares representing 100.00% of the total paid up equity share capital of the Company including 6 nominee shareholders holding 1 share each of the RDSL.

A Special Notice cum requisition dated April 1, 2025, was dispatched to RDSL, as per requirement of Section 100, Section 115 and Section 169 read with applicable rules notified thereunder, of the Companies Act, 2013, (enclosed as Annexure "A") for convening of Extra-ordinary General Meeting of shareholders of Religare Digital Solutions Limited to transact following special business items:

1. Removal of Dr. Rashmi Saluja, (DIN:01715298) Non-Executive and Non-Independent Director of the Company
2. Removal of Mr. Rakesh Asthaana, (DIN:09311328) Non-Executive and Non-Independent Director of the Company

However, Religare Broking Limited has not received any intimation from RDSL, within prescribed timeline of 21 days from the date of receipt of Special notice cum requisition by RDSL, to convene Extra-ordinary General Meeting within 45 days from the receipt of such special notice cum Requisition.

This Notice is thus hereby given by Religare Broking Limited, as requisitioner shareholder to transact the following special business items:

SPECIAL BUSINESS:

ITEM NO. 1

REMOVAL OF DR. RASHMI SALUJA, (DIN: 01715298) NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder and subject to the approval of any regulator or authority as may be applicable, Dr. Rashmi Saluja (DIN: 01715298) be and is hereby removed from the office of non-executive and non-independent director and consequently will cease to hold all powers granted to her by the Company.

RESOLVED FURTHER THAT the directors be and are hereby severally authorized to file relevant forms, applications, documents, etc. with the Registrar of Companies or such other regulator or authority as may be applicable and update the Company's register of directors, and to do all such acts, deeds, matters and things

as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution including to delegate all the foregoing acts to the persons as they may deem fit."

ITEM NO. 2

REMOVAL OF MR. RAKESH ASTHAANA, (DIN: 09311328) NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder and subject to the approval of any regulator or authority as may be applicable, Mr. Rakesh Asthaana (DIN: 09311328) be and is hereby removed from the office of non-executive and non-independent director and consequently will cease to hold all powers granted to him by the Company.

RESOLVED FURTHER THAT the directors be and are hereby severally authorized to file relevant forms, applications, documents, etc. with the Registrar of Companies, Securities or such other regulator or authority as may be applicable and update the Company's register of directors, and to do all such acts, deeds, matters and things as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution including to delegate all the foregoing acts to the persons as they may deem fit."

For and on behalf of **Religare Broking Limited**
(requisitionists shareholder of **Religare Digital Solutions Limited**)

Place: Noida
Date: 28.04.2025



Mr. Sandeep Juneja
Whole time Director
DIN: 08511141
Address: 2nd Floor, Club 125
(Tower A), A-3, 4 & 5, Sector - 125,
Noida 201301

NOTES:

1. This EGM is being held pursuant to the requisition notice dated April 1, 2025, issued by Religare Broking Limited. Since the EGM was not called by the Board of the Company within 21 days from the date of receipt of requisition, the holding company i.e., Religare Broking Limited is convening this EGM in accordance with Section 100 of Companies Act 2013 (Act) and applicable rules thereunder of the Companies (Management and Administration) Rules, 2014.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the 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 members 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. As per the provisions of Section 100 read with Rule 17 of the Companies (Management and Administration) Rules, 2014, explanatory statement as per Section 102 of the Companies Act, 2013 is not required to be annexed to the notice of an "EGM convened by the requisitionist(s). However, the shareholders may refer the Special Notice cum Requisition dated April 1, 2025, dispatched by Religare Broking Limited to the Religare Digital Solutions Limited and enclosed as Annexure -A to this EGM notice, wherein the relevant details and the justification for the proposed removal of Dr. Rashmi Saluja and Mr. Rakesh Asthaana is mentioned. The requisitionists recommend the resolutions as set out in the Notice for approval by the Members of the Company.
4. 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.
5. Proforma of the shorter notice consent letters are enclosed to this Notice. Members may give shorter notice in the enclosed proforma or in any other format on similar lines.
6. 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.
7. 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 venue also.
8. 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.
9. 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

10. This notice is being served on those members whose names appeared in the Register of members of the Company as on 04 April 2025.
11. Religare Broking Limited is sending this notice at their own expenses and in compliance of the provisions as contained under Section 100 of the Companies Act, 2013, the Company shall reimburse all the reasonable expenses done in this regard to the requisitionist on submission of the necessary details.
12. Route map of the venue is annexed with the Notice.

Place: Noida
Date: 28.04.2025

For and on behalf of **Religare Broking Limited**
(requisitionists shareholder of Religare Digital Solutions Limited)



Mr. Sandeep Juneja
Whole time Director
DIN: 08511141

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



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-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 called by the Religare Broking Limited, as requisitioner, to be held on Wednesday, April 30, 2025 at 05:00 PM at 802-815B, 8th Floor, Gopal Das Bhawan, 28-Barakhamba Road, Connaught Place, New Delhi-110001 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

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.

Affix Revenue Stamp

ATTENDANCE SHEET**Religare Digital Solutions Limited****Regd. Address:** 802-815B, 8th Floor, Gopal Das Bhawan, 28-Barakhamba Road, Connaught Place, New Delhi, Delhi, India-110001

CIN - U67110DL2022PLC396298

Phone: +91-011-49871213; **Fax No. :** +91-011-49871189

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 called by Religare Broking Limited, as requisitioner, to be held on Wednesday, April 30, 2025 at 05:00 PM at 802-815B, 8th Floor, Gopal Das Bhawan, 28-Barakhamba Road, Connaught Place, New Delhi-110001.

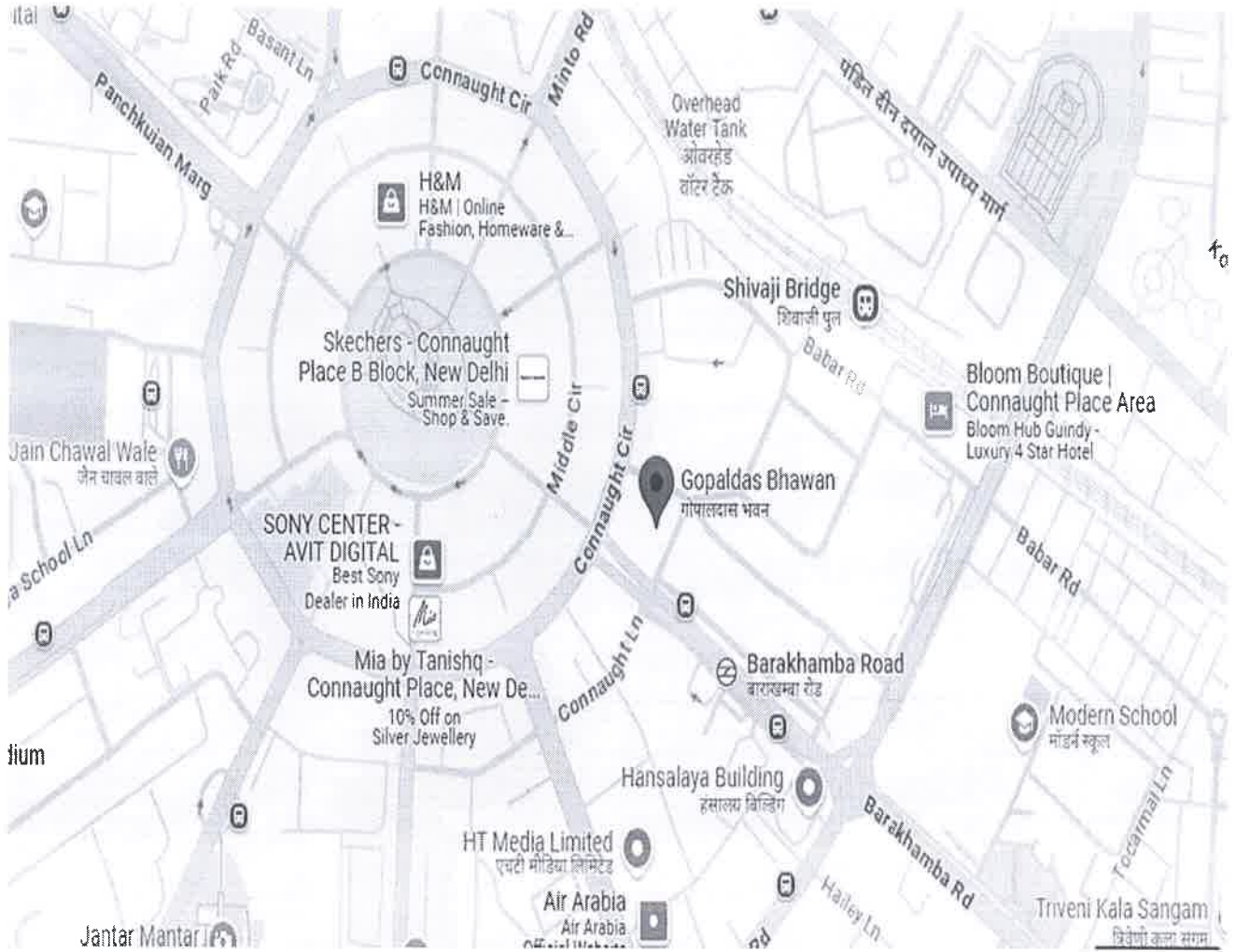
Signature of the Shareholder or Proxy**: _____

**Applicable for investors holding shares in electronic form.*

***Strike out whichever is not applicable.*

Route Map

Address: 802-815B, 8th Floor, Gopal Das Bhawan, 28-Barakhamba Road, Connaught Place, New Delhi, India-110001 (venue map below)



Religare Broking Limited

CIN: U65999DL2016PLC314319

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

www.religareonline.com

THE COMPANIES ACT, 2013
Consent of Shareholder for shorter notice
[Pursuant to Section 101(1) of Companies Act, 2013]

To,
The Board of Directors
Religare Digital Solutions Limited
802-815B, 8th Floor, Gopal Das Bhawan,
28-Barakhamba Road, Connaught Place,
New Delhi, India-110001

I/We, [•], member of the Company, holding [•] Equity Shares of Rs.10/- (Rupees Ten Only) each in the Company hereby give my/our consent, pursuant to Section 101(1) of the Companies Act, 2013 and rules made thereunder, to convene the Extra-ordinary General Meeting (EGM) of the **Religare Digital Solutions Limited** (Company) called at a shorter notice on Wednesday, April 30, 2025 at 802-815B, 8th Floor, Gopal Das Bhawan, 28-Barakhamba Road, Connaught Place, New Delhi, India-110001 at 05.00 P.M in order to transact the business specified in the EGM Notice dated April 28, 2025.

Date: