

RELIGARE BROKING LIMITED

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

CIN: U65999DL2016PLC314319

E-mail: companysec.broking@religare.com Website: religareonline.com ; Phone: +91-011-49871213

NOTICE is hereby given that the 1st Extra-Ordinary General Meeting ('EGM') of the members of Religare Broking Limited ("Company"/ "RBL") of FY 2026-27, will be held, subject to receipt of shorter notice consents, through video-conference ("VC")/ other audio-visual means ("OAVM") facility on Wednesday, 10th day of June 2026 at 4 P.M. (IST), to transact the following businesses:

SPECIAL BUSINESS:

ITEM NO. 1

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, consent of the of shareholders of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 256,00,00,000/- (Rupees Two Hundred and Fifty Six Crores) divided into 25,60,00,000 (Twenty Five Crores and Sixty Lakh) Equity Shares of Rs. 10/- each to Rs. 5,56,00,00,000/- (Rupees Five Hundred and Fifty Six Crores) divided into 55,60,00,000 (Fifty Five Crores and Sixty Lakh) Equity Shares of Rs. 10/- each by creation of additional 30,00,00,000 (Thirty Crore) Equity Shares of Rs. 10/-each ranking pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and 64 and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the shareholders of the Company, be and is hereby accorded for substituting existing Clause V of the Memorandum of Association of the Company with the following clause:

"V. The Share Capital of the Company is Rs. 556,00,00,000/- (Rupees Five Hundred and Fifty Six Crores) divided into 55,60,00,000 (Fifty Five Crores and Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each."

RESOLVED FURTHER THAT Mr. Vijay Kumar Goel, Managing Director, Mr. Sandeep Juneja, Whole time Director, and Ms. Anjali Trivedi, Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, NCT of Delhi and Haryana and to do or cause to do such other acts, deeds things and execute all such documents, undertakings as may be considered necessary in connection with or incidental to the above."

By order of the Board of Directors
For Religare Broking Limited



Anjali Trivedi
Anjali Trivedi

Company Secretary
M. No: A36069

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

Place: Noida
Date: June 1st, 2026

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide Circular No. 14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May 2020, Circular No. 39/2020 dated 31st December, 2020, Circular No. 10/2021 dated 23rd June 2021, Circular No. 20/2021 dated 08th December 2021, Circular No. 03/2022 dated 05th May, 2022, Circular No. 11/2022 dated 28th December, 2022, Circular No. 09/2023 dated 25th September 2023, Circular No. 09/2024 dated 19th September 2024 and Circular No. 03/2025 dated 22nd September 2025 and other circulars on the subject (collectively called as “MCA Circulars”), has permitted companies to hold their Extra Ordinary General Meeting through Audio-Video Conference Facility (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Shareholders at a common venue.
2. Pursuant to the MCA Circulars, physical attendance of the Shareholders to the EGM venue is not required. Hence, Shareholders are requested to attend and participate in the ensuing EGM through VC/OAVM only.
3. In accordance with the provisions of the Companies Act, 2013 (“the Act”), MCA Circulars and clarification/guidance on applicability of Secretarial Standards on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India (ICSI) dated 15th April 2020, and revised on April 01, 2024 the EGM of the Company is being held through VC / OAVM and shall be deemed to be made at 8th Floor, Max House Block A, Dr. Jha Marg, Okhla Phase 3, Okhla Industrial Estate, New Delhi 110020.
4. Since the EGM will be held through VC / OAVM, the Route Map is not annexed hereto.
5. 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.
6. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
7. 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 on Companysec.broking@religare.com .
8. Pursuant to the provisions of the Act, a Shareholders entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, pursuant to the MCA Circulars, since this EGM is being held through VC / OAVM, physical attendance of Shareholders is not required. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form and Attendance Slips are not annexed to this Notice.
9. In pursuance to the MCA Circulars and Section 104 of the Act, the Chairman of the meeting shall be appointed as per the provisions of the Articles of Association of the Company.
10. In accordance with the MCA Circulars, the Shareholders will be allowed to ask questions or additional details during the Meeting. The Members can also send their queries to Ms. Anjali Trivedi, Company Secretary at anjali.trivedi@religare.com prior to the meeting.
11. Pursuant to the provision of the Act, voting on all matters considered at shareholders’ Meeting shall be by way of show of hands, unless a demand for poll is made by any member in accordance with Section 109 of the Act. In case a poll is ordered to be taken by the Chairman or demanded in accordance with Section 109 of the Act, Members can cast their vote during the EGM by sending an email to companysec.broking@religare.com from their registered email addresses.
12. The results shall be declared at the meeting post counting of votes.
13. The Members will be allowed to pose questions during the course of the meeting. The queries may be sent in advance at anjali.trivedi@religare.com.
14. 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.

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


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15. 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.
16. In line with the MCA Circulars, the notice of the EGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories electronically. If any shareholder wish to change their registered email id or communicate otherwise may send an email to the Company Secretary at anjali.trivedi@religare.com.
17. All relevant statutory registers, documents referred to in the accompanying Notice, Memorandum of Association and Articles of Association will be available electronically for inspection by the members without any fee by the members from the date of circulation of this Notice up to the date of EGM on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. and also during the EGM. Members seeking to inspect such documents can send an email anjali.trivedi@religare.com. Further, these records are also available at the Registered office of the Company for inspection.
18. 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.
19. *Guidelines for joining the EGM through VC/OAVM (Zoom Meetings "Application")*
- a) Participants will be able to attend the EGM through VC / OAVM by using "Zoom Meetings",*
- Meeting "credentials" are as follows:*
Zoom Meeting Link:
- <https://religare.zoom.us/j/94665814212?pwd=jsx1gh5rK3iNDd6V2uJkRbEzlcMgaR.1>
Meeting ID: 946 6581 4212
Passcode: 5ZRQ+.n6
- b) Zoom Meetings is a web-based video conferencing facility/tool that allows two-way conferencing facility and participants can communicate with the host and vice -versa and ask questions during the meeting.*
- c) In case of Android/iPhone connection, Participants will be required to download and install the Zoom Meeting application. Application may be downloaded using Google Play Store/ AppStore. The credentials are the same as captured in the Point 19 (a) of notice.*
20. The VC/OAVM Facility to join the EGM through the Zoom Meeting shall be opened 15 minutes prior to the scheduled time and will be closed after the expiry of 15 minutes after the scheduled time of the commencement of the Meeting. The facility will be available on first come first served basis, however Shareholders holding 2% or more shareholding, Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Auditors, etc. may be allowed to attend the meeting without restriction on account of first-come-first-served principle.
21. Participants who need assistance before or during the EGM to join the meeting, can contact Ms. Anjali Trivedi, Company Secretary at anjali.trivedi@religare.com or +91 9220808573.
22. The Company ensures to conduct the Meeting seamlessly and safeguard the authenticity of the Meeting.

Place: Noida
Date: June 01st 2026

By order of the Board of Directors
For Religare Broking Limited

 *Anjali Trivedi*
Anjali Trivedi
Company Secretary
M. No: A36069
Address: 2nd Floor, Club 125
(Tower A), A-3, 4 & 5, Sector -
125, Noida U.P. 201301

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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 special business mentioned in the accompanying notice and should be taken as forming part of the notice.

ITEM NO. 01

Members are apprised that, in view of the future capital requirements of the Company for business growth and expansion, the Board of Directors of the Company, at its meeting held on April 29, 2026, accorded approval for increasing the Authorized Share Capital of the Company from Rs. 256,00,00,000/- (Rupees Two Hundred and Fifty-Six Crores Only) divided into 25,60,00,000 (Twenty-Five Crores and Sixty Lakh) Equity Shares of Rs. 10/- each to Rs. 556,00,00,000/- (Rupees Five Hundred and Fifty-Six Crores Only) divided into 55,60,00,000 (Fifty-Five Crores and Sixty Lakh) Equity Shares of Rs. 10/- each, by creation of additional 30,00,00,000 (Thirty Crores) Equity Shares, face value of Rs. 10/- each, ranking pari-passu with the existing Equity Shares of the Company in all respects.

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

Accordingly, it is proposed to substitute the existing Clause V of the Memorandum of Association of the Company with the following clause.

"V. The Share Capital of the Company is Rs. 556,00,00,000/- (Rupees Five Hundred and Fifty Six Crores) divided into 55,60,00,000 (Fifty-Five Crores and Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each."

The Board of Directors of the Company at their meeting held on April 29, 2026 considered and approved the proposal for the increase in Authorized Share Capital of the Company and alteration of Memorandum of Association of the Company subject to approval of shareholders.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financial or otherwise in the proposed resolution, except to the extent of their shareholding in the company, if any.

The Board recommends the resolution set forth in Item No. 01 for the approval of Shareholders by way of Ordinary Resolution.

By order of the Board of Directors
For Religare Broking Limited



Anjali Trivedi
Anjali Trivedi

Company Secretary
M. No: A36069

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(Tower A), A-3, 4 & 5, Sector -
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Place: Noida
Date: June 01st 2026