RELIGARE Values that bind

RELIGARE DIGITAL SOLUTIONS LIMITED

Registered Office: 802-8158, 8th Floor, Gopal Das Bhawan, 28-Barakhamba Road, Connaught Place, New Delhi, India-110001

CIN:U67110DL2022PLC396298

E-mail: companysec.broking@religare.com Website: religaredigital.in/ Phone: +91-011-49871213

NOTICE

Notice is hereby given that the **4th Annual General Meeting** of the Members of **Religare Digital Solutions** Limited (the "Company") will be held on Tuesday, September 15, 2026 at 4:30 PM 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, 2026 including Balance Sheet as at March 31, 2026, 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.

2. To appoint a Director in place of **Mr. Pratul Gupta (DIN: 06800814)**, who retires from office by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **APPOINTMENT OF MR. RAJESH SHARMA (DIN: 03632542) 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** pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions (including any statutory modification(s) or re-enactment(s) thereof) and applicable provisions of Article of Association of the Company, Mr. Rajesh Sharma who was appointed as an Additional Director of the Company, with effect from April 29, 2026 by the Board of Directors of the Company 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 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. **TO AMEND MAIN OBJECT CLAUSE 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

Religare Digital Solutions Limited New Delhi

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 shareholder of the Company be and is hereby accorded for alteration of following Clauses of Memorandum of Association ("**MoA**") of the Company

(A) Insertion of sub-clauses 6 in existing Clause III(A) of the MoA i.e. the main objects to be pursued by the Company on its incorporation are:

6. To acquire, subscribe, invest in, purchase, hold, sell, transfer, exchange, pledge, and otherwise deal in shares, stocks, bonds, debentures, mutual funds, government securities, and other securities and financial instruments in India or abroad, subject to applicable laws and regulations.

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**"), 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."

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

Religare Digital Solutions Limited New Delhi

Pratul Gupta
Director
DIN: 06800814
Add: 8TH Floor, Max House Block A,
Dr. Jha Marg, Okhla Phase 3, Okhla
Industrial Estate, New Delhi- 110020.

Place: Delhi
Date: 21/08/2026

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, 2026 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 and corporate 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, 2026, may write to the Company at 2nd Floor, A-3, 4 & 5, Club 125, Sector-125 Noida - 201301 at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.

11. 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.

12. 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.

13. 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.***

Religare Digital Solutions Limited New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) 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. 3

APPOINTMENT OF MR. RAJESH SHARMA (DIN: 03632542) AS DIRECTOR

Mr. Rajesh Sharma (DIN: 03632542), was appointed as an Additional Director with effect from April 29, 2026, 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. Rajesh Sharma, holds office up to the date of the ensuing Annual General Meeting. Mr. Rajesh Sharma 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. Rajesh Sharma** 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. Rajesh Sharma for the office of Director.

A brief profile of Mr. Rajesh Sharma is given below for reference of members:

Mr. Rajesh Sharma is a Chartered Accountant from Institute of Chartered Accountants of India (ICAI) and holds a B.Com degree from Guru Gobind Singh College of Commerce, Delhi University. He is a dynamic qualified professional with more than 29 years of working experience in areas of Operations, legal, Risk, Compliance, Internal Audit, Process Review, Risk Assessment & Monitoring, Regulatory Compliance, Enterprise Risk Management (ERM), Operational Risk Management (ORM), Internal Financial Controls, Fraud risk control.

He stared his career as Senior Audit Manager/ Senior Consultants with GJAI & Associates in 1993 working in the field of Audit & Consultancy; he has also worked with Parasram Group as President-Operations, Legal & Compliance from 2005 to 2007 in Financial Services.

He is currently the President—Internal Audit of Religare Enterprises Limited. However, he has been associated with Group Companies of Religare since 2007.

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

The details of Mr. Rajesh Sharma 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.**

ITEM NO. 04

Members are apprised that it is proposed to enable the activity to Invest and hold the stock of Shares, Bonds & debentures etc., Accordingly it is required to amend the main object clause of Memorandum of Association of the Company. The proposed amendment is intended, inter alia, to incorporate the and expressly enable provisions relating activity to sell, buy and hold the stock of Shares, Bonds & debentures etc.

Accordingly, in order to carry the proposed activity, as mentioned above, Insertion of sub-clauses 6 in existing Clause III(A) of the MoA, as mentioned in resolution accompanying Item No. 04 of this Notice, by passing Special Resolution pursuant to Section 4 and 13 and other applicable provisions of the Companies Act, 2013.

Religare Digital Solutions Limited New Delhi

The said alteration would however be subject to the approval of Registrar of Companies (ROC), NCT of Delhi.

Members are further informed that the Board in its meeting held on July 29, 2026 has accorded its approval for the said alteration subject to the approval of shareholders of the Company.

A copy of the revised draft of Memorandum of Association is enclosed with this notice and is available at the registered office of the Company during the normal business hours (9:00 am to 5:00 pm) on all working days, up to and including the date of the AGM of the Company.

None of the Directors and Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in the passing of above Resolution, except to the extent of their shareholding, if any.

As the change in the objects of MOA of the Company requires the approval of Shareholders by way of **Special Resolution** pursuant to Section 4 and 13 respectively of the Companies Act, 2013, the Board therefore, recommends the item no 04 of the notice for your approval.

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

Religare Digital Solutions Limited
New Delhi

Pratul Gupta
Director
DIN: 06800814
Add: 8TH Floor, Max House Block A,
Dr. Jha Marg, Okhla Phase 3, Okhla
Industrial Estate, New Delhi- 110020.

Place: Delhi
Date: 21/08/2026

RELIGARE
Values that bind

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. Rajesh Sharma

Age/date of birth	57 years, 18-12-1968
Director Identification Number	03632542
Qualification	B.Com, Chartered Accountant
Experience	More than 29 years
Terms and conditions of appointment / reappointment	His office shall be liable to retire by rotation.
Relationship with other Directors, manger and other KMP of the company	None
Number of meetings attended during the year i.e. F.Y. 2025-26	-
Shareholding in the Company	Holding one share as Nominee on behalf of Religare Broking Limited, Holding Company.
Last Remuneration paid	Not Applicable
Remuneration sought to be paid	Not Applicable
Date of First appointment on the Board	Appointed w.e.f April 29, 2026
Other Directorships	➢ Religare Commodities Limited ➢ Religare Broking Limited ➢ Religare Credit Advisor Private Limited ➢ Religare Care Foundation
Membership/Chairmanship of Committees of other Boards	NIL

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

Age/ date of birth	49 years, 14-08-1976
Director Identification Number	06800814
Qualification	B. Tech degree from Jamia Millia Islamia, postgraduate studies in Business Economics from University of Delhi and degree in law from Chaudhary Charan Singh.
Experience	Over 25 years
Terms and conditions of appointment	His office shall be 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	04

Religare Digital Solutions Limited New Delhi

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

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

Religare Digital Solutions Limited New Delhi

Place: Delhi
Date: 21/08/2026

Pratul Gupta
Director
DIN: 06800814
Add: 8TH Floor, Max House Block A, Dr. Jha Marg, Okhla Phase 3, Okhla Industrial Estate, New Delhi- 110020.

ATTENDANCE SLIP

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 **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 Annual General Meeting of the company, to be held on Tuesday, September 15, 2026 at 4:30 PM 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) 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 Annual General Meeting of the company, to be held on Tuesday, September 15, 2026 at 4:30 PM 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

Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder

Notes:

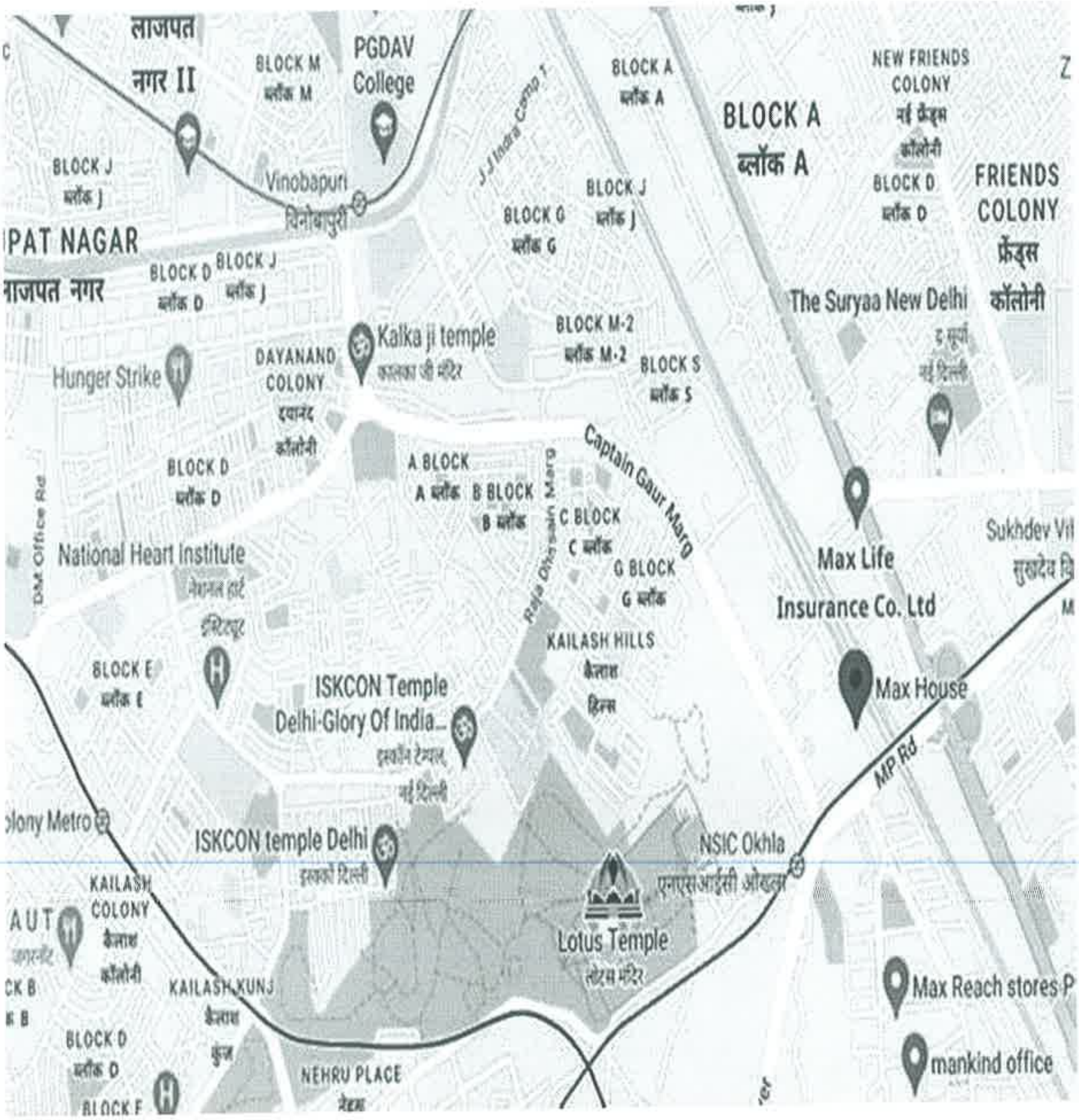
1. *This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*

Religare Digital Solutions Limited
New Delhi

RELIGARE
Values that bind

Route Map

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



Religare Digital Solutions Limited
New Delhi

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