

April 11, 2026

**The National Stock Exchange of India Ltd
Corporate Communications Department
“Exchange Plaza”, 5th Floor,
Bandra Kurla Complex, Bandra (East),
400051**

**BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001 Mumbai -**

Scrip Symbol: RELIGARE

Scrip Code: 532915

Subject: Notice of the Extra-Ordinary General Meeting of members of Religare Enterprises Limited (“Company”) & E-Voting information

Dear Sir(s),

Notice is hereby given that the Extra Ordinary General Meeting (“EGM”) of the Company is scheduled to be held on Tuesday, May 05, 2026 at 11.00 A.M. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) Facility.

The EGM Notice is uploaded on the website of the Company at <https://religare.com/notices/>.

Further, as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the Company is pleased to provide Remote e-Voting facility to all its Members (“Remote e-Voting”) to enable them to cast their vote electronically for all the resolution set out in the Notice of EGM.

Additionally, the Company is providing the facility of voting through e-voting system during the EGM (“e-voting”). The Company has engaged the services of KFin Technologies Limited for the purpose of providing Remote e-voting and e-voting facilities to all its Members. The Cut-off Date for determining the eligibility of shareholders to exercise remote e-voting rights and attendance at the EGM is Tuesday, April 28, 2026. A person whose name is recorded in Register of Members or in the Register of Beneficial owners maintained by the Depositories as on Cut-off Date, shall be entitled to avail the facility of Remote e-voting or e-Voting at the EGM.

The remote e-voting period shall commence on Friday, May 01, 2026 (at 09.00 A.M. IST) and ends on Monday, May 04, 2026 (up to 05.00 p.m. IST).

The EGM Notice has been dispatched electronically to all eligible shareholders whose email addresses are registered with the Company / KFin Technologies Limited, Registrar and Transfer Agents of the Company / their respective Depository Participants.

Copy of the aforesaid EGM notice is enclosed herewith.

This is for your information and records purpose.

Thanking you,
For Religare Enterprises Limited

Anuj Jain
Company Secretary & Compliance Officer
Enclosed as above

Religare Enterprises Limited

CIN: L74899DL1984PLC146935

Registered Office: First Floor, Office No. 101, 2E/23, Jhandewalan Extn., New Delhi – 110055

Corporate Office: 2nd Floor, Plot A-3,4 & 5, Club 125, Tower B, Sector -125, Noida – 201301, Uttar Pradesh.

www.religare.com / investorservices@religare.com

Phone No.: +91-11- 4167 9692

Phone No.: +91-120-635 5040

EGM NOTICE

Notice is hereby given that the Extraordinary General Meeting (“**EGM**”) of the members of Religare Enterprises Limited (“**the Company**”) will be held on Tuesday, May 05, 2026 through Video Conferencing / Other Audio Visual Means (“**VC**” / “**OAVM**”) to transact the following businesses:

SPECIAL BUSINESSES:

1. To shift Registered Office of the Company from National Capital Territory of Delhi to the State of Haryana and consequential amendment in Clause II of the Memorandum of Association

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

“**RESOLVED THAT** pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with the Companies (Incorporation) Rules 2014 (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), subject to the approval of the Central Government (power delegated to Regional Director) and/ or any authority(ies) as may be required/ prescribed from time to time, and subject to such other approvals, consents, permissions and sanctions of the appropriate authorities, institutions or bodies, persons, as may be required and on such conditions as may be imposed or prescribed by them while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or one or more persons authorized by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the National Capital Territory of Delhi to State of Haryana.

RESOLVED FURTHER THAT subject to confirmation/ approval and pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Act, the existing clause II of the Memorandum of Association of the Company be and is hereby substituted with the following clause:

“II. The registered office of the Company will be situated in the State of Haryana.”

RESOLVED FURTHER THAT the Registered Office of the Company will be shifted from the National Capital Territory (NCT) of Delhi to such place in the State of Haryana as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to appoint counsels, advisors, file applications/ petitions, issue notices, advertisements, obtain orders for shifting of registered office from the concerned authorities and to do all such acts, deeds and

things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit and acts already undertaken, if any, in regard to the above, be and are hereby ratified, validated and declared binding upon the Company.”

2. To approve the appointment of Mr. Arjun Lamba (DIN: 00124804), Non-Executive and Non-Independent Director of the Company as Whole Time Director (designated as Executive Director) of the Company and terms of appointment including remuneration:

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

“**RESOLVED THAT** subject to such consent, approval, permission, as may be required, pursuant to the provisions of Sections 152, 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 & Schedule V to the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of provisions of Reserve Bank of India (Core Investment Companies) Directions, 2025 (as amended from time to time) read with Director’s Appointment & Fit and Proper Policy of the Company and Director Remuneration Policy of the Company, Articles of Association of the Company and all other applicable provisions and laws, consent of the members be and is hereby accorded for the appointment of Mr. Arjun Lamba (DIN: 00124804), as Whole-time Director (“WTD”), designated as Executive Director of the Company for a period of five years from April 01, 2026 to March 31, 2031, as recommended by Nomination and Remuneration Committee and approved by Board of Directors at their respective meetings held on March 30, 2026, upon the terms and conditions including remuneration for a period of three years from April 01, 2026 to March 30, 2029, as detailed hereunder.

RESOLVED FURTHER THAT Mr. Arjun Lamba, who has consented to act as Whole time Director (designated as Executive Director) of the Company and in respect of whom Company has received from member the candidature notice u/s 160 of Companies Act, 2013 proposing his name as Whole time director of the Company, shall not be liable to retire by rotation.

Terms of appointment:-

• **Vesting of Management Powers:**

He shall be vested with all the requisite authorities, powers, delegations, functions, and responsibilities, etc. which are required for day to day management of the Company including signing the necessary documents on behalf of the Company.

Subject to the superintendence and oversight of the Board, Mr. Arjun Lamba shall perform such duties and functions as would be commensurate with his position as an Executive Director of the Company and/ or as may be delegated to him from time to time.

- **Fixed Salary:**

He shall be entitled to a fixed salary of Rs. 9.00 Cr. (Rupees Nine Crores) per annum, proportionately payable monthly. Based on performance at an individual, business-unit and company-wide level in accordance with key performance indicators and subject to the receipt of requisite approvals, his fixed salary is entitled to the year-on-year upward revision by up to 25%.

All actual expenses incurred during the course of performance of his duties shall be reimbursed separately and shall not form part of his remuneration.

- **Variable Pay:**

He will be part of the Company's Annual Incentive/ Bonus Plan subject to the terms and conditions of such plan and any amendments as may be made from time to time as per Company Policy. The Bonus as payable above is subject to his being in services with the Company at the time of payment. Further, his bonus as payable above shall be up to 50% of fixed pay on an annualized basis subject to performance at an individual, business-unit and company-wide level in accordance with key performance indicators and upon receipt of requisite approvals.

- **ESOPs:**

After joining, he will be eligible to participate in Employee Stock Option Plan (ESOP) of the Company. ESOPs grants are governed as per terms of the Company's ESOP Policy and subject to receipt of requisite approvals.

In addition to above, Mr. Arjun Lamba may be granted stock options under the Employee Stock Option schemes of the subsidiaries / group companies of the Company under their respective Employee Stock Option Schemes subject to necessary compliances and approvals. Any perquisite arising out of exercise of stock options into equal number of equity shares, granted to him, under any employee stock option schemes of the Company or any of the group company / subsidiary company will form part of his remuneration over and above the aforementioned remuneration.

- **Benefits/Perquisites:**

In addition to aforementioned remuneration, Mr. Arjun Lamba will be provided with the company's car of his choice along with driver upon his appointment as Executive Director. Company will bear Driver salary, Fuel, Maintenance and other related expenses at actuals. Further, he will be provided a mobile phone of his choice and Company will bear the mobile bill expenses at actuals.

In addition to above, he shall be entitled to applicable benefits, allowances and perquisites as per the Company's policy.

The value of Allowances & Perquisites shall be taken as per Income Tax Rules, wherever applicable. In the absence of any applicable rules, allowances & perquisites shall be valued at actual cost.

- **Directorships in other companies:**

Subject to compliance with applicable laws, Mr. Arjun Lamba

(i) may hold non-executive directorships in other companies, which shall not be in business competing with the Company /it's Group Companies or

(ii) may hold directorship or may be appointed/ nominated on behalf of the Company, on the Board of Directors of any of the subsidiaries/associates/ joint ventures of the Company as and when required.

- **Notice Period:**

Unless otherwise mutually agreed between the Company and appointee, either party will be entitled to terminate the employment by giving 90 days' notice to the other party or equivalent remuneration of total fixed cost (TFC) in lieu of notice period.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Arjun Lamba shall be entitled to receive a total remuneration including perquisites, etc. as may be fixed by Board of Directors within the aforementioned overall ceiling limits as approved by the members in the foregoing resolutions.

RESOLVED FURTHER THAT pursuant to Section 203 of the Companies Act, 2013 and Rules made thereunder, the KMPs and SMPs Appointment and Remuneration Policy of the Company and other applicable provisions of the law, from the effective date of his appointment as Whole Time Director and designation as Executive Director of the Company (i.e. April 01, 2026 onwards), Mr. Arjun Lamba be also designated as the Key Managerial Personnel of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary the terms and conditions of his appointment and remuneration within the existing limits approved by the shareholders of the Company in accordance with the applicable laws and in the best interest of the Company as and when needed.

RESOLVED FURTHER THAT the Board (which includes Nomination and Remuneration Committee or any other Committee of the Board) be and is hereby authorized to do all such acts, matters, deeds, things and execute all such documents, instruments and writings as may be required, to settle any question, difficulty or doubt that may arise in giving effect to this resolution, to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or officer as it may in its absolute discretion deem necessary, expedient or desirable in connection therewith or incidental thereto in order to give effect to this resolution

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

Sd/-

Anuj Jain

Company Secretary & Compliance Officer

Address: Max House, 8th Floor, Block A, Dr. Jha Marg,
Okhla Phase – III, New Delhi - 110020

Place: New Delhi

Date: March 30, 2026

NOTES:

1. The Ministry of Corporate Affairs (“**MCA**”), vide its General Circular No. 03/2025 dated September 22, 2025 (“**MCA Circular**”) has permitted the companies to conduct the Extra Ordinary General Meeting through Video Conferencing / Other Audio Visual Means (“**VC**” / “**OAVM**”) till further orders, without the physical presence of members at a common venue. Hence, in accordance with the Circulars, provisions of the Companies Act, 2013 (“**the Act**”), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**” or “**SEBI LODR**”), the Extraordinary General Meeting (“**EGM**” / “**Meeting**”) of the Company is being held through VC /OAVM on **Tuesday, May 05, 2026**. The venue of the meeting shall be deemed to be at the Office of the Company at Max House, 8th Floor, Block A, Dr. Jha Marg, Okhla Phase – III, New Delhi - 110020.
2. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Act read with the relevant rules made thereunder, setting out the material facts concerning the business mentioned in the accompanying Notice is annexed and forms part of this Notice. The Board of Directors of the Company at its meetings held on February 14, 2026 and March 30, 2026, considered that the special business(es) being considered unavoidable, be transacted at the EGM of the Company.
3. The attendance of the Members (members logins) attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the EGM. However, the Body Corporate/Institutional/Corporate members are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. Since the EGM will be held through VC/OAVM facility, the attendance slip and Route Map are not annexed to this Notice.
6. Pursuant to the provisions of Section 113 of the Act, the Body Corporate/Institutional/Corporate members (i.e., other than individuals/ Hindu undivided family, non-resident individuals. etc.) are requested to send a scanned copy (PDF/JPG Format) of the Board or Governing Body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said resolution/ letter of authorization/power of attorney shall be sent to Company's RTA by email at einward.ris@kfintech.com and evoting@kfintech.com with copy to scrutinizer (at email id scrutinizer.maks@gmail.com). The scanned image of the above-mentioned documents should be in the naming format “Religare Enterprises Limited, Event No. 9615”.

7. The relevant documents referred to in the Notice shall be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of the EGM and during the EGM. Members seeking to inspect such documents may send an email to investorservices@religare.com.
8. The Company has appointed M/s. KFin Technologies Limited, Registrar and Share Transfer Agent of the Company (hereinafter called "RTA" or "KFintech"), for conducting the EGM and for voting through remote e-voting or through e-voting at the EGM. The procedure for participating in the meeting through VC/ OAVM and e-voting is explained in the notes of the notice and a copy of notice is available on the website of the Company at www.religare.com.
9. In line with the MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.religare.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of KFintech i.e. e-voting agency at <https://evoting.kfintech.com>.
10. Pursuant to the provisions of the MCA Circulars on convening EGM through VC / OVAM:
 - a. Members can attend the meeting through login credentials provided to them to connect to Video Conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Facility for appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
11. The facility to join the meeting shall be opened 15 minutes before the scheduled time of the EGM and shall be kept open throughout the proceedings of the EGM. The meeting may be joined by following the procedure mentioned in the Notice.
12. Members may note that the VC/OAVM facility, provided by KFintech, allows participation of 1,000 Members on a first come first served basis ("**FIFO**"). The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors, etc. can attend the EGM without any restriction on account of FIFO principle.
13. In accordance to the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India ("**ICSI**") read with clarification /Guidance on applicability of Secretarial Standards dated April 15, 2020 issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Office of the Company at Max House, 8th Floor, Block A, Dr. Jha Marg, Okhla Phase – III, New Delhi - 110020 which shall be the deemed venue of the EGM.

14. **Remote e-voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (“**SS 2**”) issued by the ICSI and Regulation 44 of the Listing Regulations, as amended read with circular of SEBI on e-voting facility provided by Listed entities and the MCA Circulars, the Company is providing facility to its Members to exercise their right to vote on the resolutions proposed to be passed at the EGM through remote e-voting facility.
15. **Voting at the EGM:** Members who could not vote through remote e-voting may avail the e-voting facility which will be made available at the Meeting (“**e-voting**”). This facility shall be provided by KFinTech.
16. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. The institutional members are encouraged to attend and vote at the EGM.
18. **Updation of PAN and KYC by the Physical shareholders:** SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).

SEBI further vide its Master Circular Ref. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 read with subsequent Circular Ref. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has also provided for mandatory furnishing of PAN, KYC details, nomination, contact details, Bank A/c details and specimen signature for their corresponding folio numbers by the holders of physical securities. Any payment including dividend, interest or redemption payment shall be made only electronically upon complying with the aforesaid requirements of submission of PAN and other KYC details.

Accordingly, shareholders holding shares in physical form are requested to submit the aforesaid requisite information/documents at the earliest with the RTA of the Company as per below details:

Sr. No.	Form	KYC to be submitted
1.	Form ISR-1	Request for Registering PAN, Address, Email, Mobile, Bank Account details or changes / updations thereof.
2.	Form ISR-2	Specimen Signature
3.	Form SH-13 (Form ISR-3 for Opting-out of the Nomination)	Nomination or Declaration for Opting-in or Opting-out of Nomination.

The relevant documents / information for same may be accessed from the Company's website at: <https://religare.com/investor-information/>.

19. **Transmission:** Pursuant to Regulation 40 of SEBI Listing Regulations as amended from time to time, securities of listed companies can be transferred only in dematerialized form. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated 25th January 2022, has mandated listed companies to issue securities in dematerialized form while processing service request for issue of duplicate securities certificate / claim from unclaimed suspense account/ renewal/ exchange/ endorsement/ subdivision/ splitting/ consolidation/ transmission/ transposition of securities etc.

Therefore, to avail various benefits of dematerialization and to eliminate the risks associated with physical shares, the shareholders are advised to dematerialise their physical shares. They are requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of KFinTech to seek guidance on the Demat procedure. Members may also visit the website of depositories viz. NDSL: <https://nsdl.co.in/faqs/faq.php> or CDSL: <https://www.cdslindia.com/investors/open-demat.html> for further understanding the demat procedure.

Special Window for transfer and dematerialisation of physical securities

Pursuant to SEBI Circular No. SEBI/ HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026, the shareholders are hereby informed that a special window has been opened for a period of one year from February 05, 2026 to February 04, 2027, for Transfer and Dematerialisation of physical securities of the Company, which were sold/ purchased prior to April 01, 2019. The said special window shall also be available for such transfer requests which were submitted earlier and were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise.

Shareholders are encouraged to take advantage of this opportunity by furnishing the requisite documents, complete in all respects, as listed in the aforesaid SEBI circular to the REL's Registrar and Share Transfer Agent ("RTA") i.e. KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda Hyderabad, Telengana - 500032.

Once all the documents are found in order by the RTA, securities so transferred shall be credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. Such securities shall not be transferred/lien-marked/pledged during the said lock-in period.

For further details, shareholders may contact KFin Technologies Ltd. at the toll-free number 1-800-309-4001 or email einward.ris@kfintech.com.

20. **Online Dispute Resolution Portal:** SEBI has issued Master Circular No. SEBI/HO/OIAE/OIAE_IAD 3/P/CIR/2023/195 dated July 31, 2023 (updated as on December 28, 2023)

for online resolution of disputes in the Indian securities market. Vide same, SEBI has established a common Online Dispute Resolution Portal (“**ODR Portal**”) which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian securities market.

Pursuant to above-mentioned circular, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>). The link to the ODR portal has been provided by the Company on its corporate website <https://religare.com/> under the Investor section.

The aforesaid Circular issued by SEBI in this regard can be accessed on the Company’s website at <https://religare.com/>.

21. Mr. Ankush Agarwal, Partner (Membership No. F9719 & COP No. 14486) or failing him Mr. Shailesh Kumar Singh, Partner (Membership No. F8619 & COP No. 16235) of M/s. MAKES & CO., Practicing Company Secretaries (FRN: P2018UP067700), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting of votes through the e-voting system during the EGM in a fair and transparent manner.
22. The Scrutinizer shall, immediately after the conclusion of e-voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days of conclusion of the EGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him/her in writing, who shall countersign the same.
23. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.religare.com and on the website of KFintech at <https://evoting.kfintech.com> immediately after the declaration of result by the Chairperson or any person authorized by him/her in writing and the same shall be communicated to the BSE Limited and the National Stock Exchange of India Limited. The result will also be displayed on the Notice Board of the Company at its Registered Office. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the EGM i.e. **Tuesday, May 05, 2026.**
24. The Company has designated an exclusive email ID investorservices@religare.com for redressal of shareholders complaints/grievances. For any investor related queries, you are requested to please write to us at the above Email ID.
25. Procedure for obtaining the EGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA on physical folios:

In terms of the MCA and SEBI Circulars, the Company has sent the Notice of EGM and e-voting instructions only in electronic form to the registered email addresses of the shareholders

whose email addresses are registered with the Company / Depositories/ RTA. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- i. Members, who have not registered /updated their email addresses are requested to register / update the same in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032. Member may send an e mail request at the email id einward.ris@kfintech.com along with scanned copy of Form ISR 1 and self-attested copy of PAN Card & Aadhar Card etc. Further, also send the original copy to KFinTech on above said address.
- ii. Members holding shares in dematerialized mode who have not registered /updated their email addresses with their Depository Participants are requested to register / update their email addresses with the Depository Participants with whom they maintain their demat accounts.
- iii. Shareholders may also visit the website of the company www.religare.com or the website of the Registrar and Transfer Agent <https://evoting.kfintech.com> for downloading the Notice of the EGM. Same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

26. Instructions for the Members for attending the EGM through Video Conference:

- i. Member will be provided with a facility to attend the EGM through video conferencing platform provided by M/s KFin Technologies Limited. Members may access the same at <https://emeetings.kfintech.com> under shareholders/members login by using their remote e-voting credentials. The link for EGM will be available in shareholders/members login where the EVENT and the name of the Company can be selected. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned as below.
 - a. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>.
 - b. Enter the login credentials (i.e. User ID and password).
 - c. After logging in, click on "Video Conference" option.
 - d. Then click on camera icon appearing against the EGM event of the Company to attend the meeting.

- ii. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- iii. Further, Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Members, who would like to express their views or ask questions during the EGM, need to register themselves as a speaker by clicking on the 'Speaker Registration' option available on the screen after login at <https://emeetings.kfintech.com>. The Speaker Registration option will be open during the period starting from Thursday, April 30, 2026 (at 09.00 A.M. IST) to Friday, May 01, 2026 (up to 05.00 P.M. IST). Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time for the EGM.

27. Instructions for members for remote e-Voting

- i. The Remote e-voting period commences on **Friday, May 01, 2026** at 09.00 A.M. (IST) and ends on **Monday, May 04, 2026 up to 05.00 P.M. (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **Tuesday, April 28, 2026** (hereinafter called as the "**Cut-off Date**"), may cast their votes electronically.
- ii. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

28. Remote e-voting: Information and Instructions





A. Procedure for Login for E-voting and Attending EGM through VC/OAVM for Individual Shareholders holding securities in Demat mode

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Individual shareholders	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You
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<p>holding securities in Demat mode with National Securities Depository Limited (“NSDL”)</p>	<p>will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <p>3. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile.</p> <p>4. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.</p> <p>5. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</p> <p>6. Click on company name i.e. ‘RELIGARE ENTERPRISES LIMITED’ or ESP i.e. KFin.</p> <p>7. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period.</p> <p>8. Those not registered under IDeAS:</p> <p>9. Visit https://eservices.nsdl.com for registering.</p> <p>10. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>11. Visit the e-voting website of NSDL https://www.evoting.nsdl.com.</p> <p>12. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</p> <p>13. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</p> <p>14. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>15. Click on company name i.e ‘RELIGARE ENTERPRISES LIMITED’ or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</p> <p>16. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
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	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”)</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in Demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 48867000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

i) Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the correct details, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. **RELIGARE ENTERPRISES LIMITED EVENT NO. 9615**.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer

through email at scrutinizer.maks@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.'

- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

A. Voting at EGM

- i. Only those members/shareholders, who will be present in the EGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
- ii. Members who have voted through remote e-voting will still be eligible to attend the EGM.
- iii. Members attending the EGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at EGM will be available at the end of the EGM and shall be kept open for 15 minutes. Members viewing the EGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

B. Instructions for members for attending the EGM

- i. Members will be able to attend the EGM through VC/OAVM or view the live webcast of EGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for EGM will be available in members login, where the EVENT and the name of the Company can be selected.
- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- iii. Further, members registered as speakers will be required to allow camera during EGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- iv. Members may join the meeting using headphones for better sound clarity.
- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. Members, who would like to express their views or ask questions during the EGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from Thursday, April 30, 2026 (at 9:00 a.m. IST) to Friday, May 01, 2026 up to (5:00 p.m. IST). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. Only questions of the members holding shares as on the cut-off date will be considered.

- vii. A video guide assisting the members attending EGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the “How It Works” tab placed on top of the page.
- viii. Members who need technical assistance before or during the EGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link:

<https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link:

<https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

29. Instructions for members for e-voting during the EGM session:

- i. Only those Members / shareholders, who will be present in the EGM through Video Conference facility and have not cast their vote through remote e-voting, are eligible to vote through e-voting during the EGM.

- ii. However, members who have voted through remote e-voting will be eligible to attend the EGM.

30. Other Instructions

- i. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date i.e. Tuesday, April 28, 2026 only shall be entitled to avail the facility of remote e-voting or for participation at the EGM and e-voting thereat.
- ii. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the total voting capital of the Company as on the Cut-off Date i.e. Tuesday, April 28, 2026. The total voting capital of the Company for determining the voting rights of members as on Cut-off Date will be 35,78,90,479 Shares (i.e. including 33,28,90,479 Equity Shares and 250,00,000 Preference Shares), unless any further changes in the paid up capital until Cut-off Date.
- iii. Members may note that due to non-payment of dividend by the Company for two years on 0.01% 2,50,00,000 Non-cumulative Non-convertible Redeemable Preference Shares (“**Preference Shares**”) of face value of Rs. 10/- (Rupees Ten) each, voting rights triggered on the Preference Shares in terms of relevant provisions of the Companies Act, 2013. However, the Company has filed a petition before the Hon’ble National Company Law Tribunal, New Delhi Bench (“NCLT”) on June 14, 2019 seeking rectification of Register of Members of the Company by cancellation of said Preference Shares and also sought interim relief with respect to suspension of voting rights and dividend rights attached to the said Preference Shares. The Hon’ble NCLT on September 29, 2021 directed ordering the status quo on the respondents to restrain them from exercising their voting power with the resolution until further order. Further, vide order dated December 16, 2021, it was affirmed by Hon’ble NCLT that interim order will continue. The matter is currently sub-judice. Hence holders of said Preference Shares also will not be entitled to vote on the said resolution.
- iv. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Technologies Website) or contact Ms. Rajitha C – Corporate Registry of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 at 1800 -309-4001 (Toll Free) or send email at einward.ris@kfintech.com.

- v. You can also update your mobile number and e-mail id in the user profile details to get e-voting confirmation and which may be used for further communications.

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

**Sd/-
Anuj Jain**

Company Secretary & Compliance Officer

Address: Max House, 8th Floor, Block A, Dr. Jha Marg,
Okhla Phase – III, New Delhi – 110020

Place: New Delhi

Date: March 30, 2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
AND OTHER APPLICABLE LAWS

ITEM NO. 1

Presently, the registered office of the Company is situated in National Capital Territory of Delhi at First Floor, Office No. 101, 2E/23, Jhandewalan Extn., New Delhi -110055, while the operations of the largest material subsidiary of the Company are carried out from its corporate office situated in the State of Haryana. With a view to exercising better administrative and economic control and rationalizing and streamlining operations, facilitating improved administrative/operational convenience, optimizing administrative expenses ensuring efficient management of affairs of the Company, the Board of Directors of the Company at its meeting held on February 14, 2026, has approved the shifting of Registered Office of the Company from National Capital Territory of Delhi to the State of Haryana, subject to the approvals of the members and requisite statutory/ regulatory authorities.

The shifting of Registered Office from National Capital Territory of Delhi to the State of Haryana is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of public, shareholders, creditors or employees in any manner, whatsoever.

Pursuant to the provisions of Sections 12, 13, 108 and all other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force), shifting of the Registered Office from one State to another and consequential alteration of Clause II of the Memorandum of Association (“**MOA**”) of the Company requires approval of the members of the Company by means of a special resolution and approval of the Central Government (power delegated to the Regional Director).

Therefore, approval of the members is sought for shifting of the registered office of the Company from the NCT of Delhi to the State of Haryana and consequently, for altering Clause II of the MOA.

Draft copy of the revised MOA of the Company (with proposed change), resolution passed by the Board of Directors in this regard and other allied documents, if any, being referred to in the Notice will also be available for inspection by the members at the Registered Office and Corporate Office of the Company on all working days from the date of dispatch of this Notice upto the last date of meeting and electronically during the meeting itself. Members seeking to inspect such document(s) may send an e-mail to investorservices@religare.com.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company. The Board of Directors of the Company recommends the resolution set-out at Item No. 1 for approval of the Members as a **Special Resolution**.

ITEM NO. 2

To approve the appointment of Mr. Arjun Lamba (DIN: 00124804), Non-Executive and Non-Independent Director of the Company as Whole Time Director (designated as Executive Director) of the Company and terms of appointment including remuneration:

The Members are apprised that pursuant to the proposal received from promoter entities, the Company, based on the recommendation of Nomination and Remuneration Committee (NRC) on February 26, 2025 and approval of Board of Directors at their meeting held on the same date, had obtained approval of members, for the appointment of Mr. Arjun Lamba as **Non-Executive & Non-Independent Director of the Company**, at their Extra-Ordinary General Meeting (EGM) held on April 10, 2025. The said appointment became effective from July 08, 2025 being the date of receipt of approval from Reserve Bank of India (RBI).

The members are further apprised that pursuant to the cessation of Executive Chairperson of Board with effect from February 07, 2025, the said position has remained vacant.

Proposal:

In order to further strengthen the Board and governance structure of the Company and the Group, the NRC at its meeting held on March 30, 2026, pursuant to proposal received from promoter entity and upon evaluation of the fit and proper criteria, recommended to Board the appointment of Mr. Arjun Lamba as Whole-time director (to be designated as Executive Director) of the Company. The Board of Directors at their meeting held on the same date approved the appointment on terms and conditions including remuneration proposed by NRC and recommends the same for the approval of shareholders at their ensuing meeting.

The Company believes that the proposed appointment of Mr. Arjun Lamba will further strengthen the Board considering his vast and diversified experience.

Members are further apprised that Mr. Arjun Lamba has given his consent for the proposed appointment and that the requisite documents/disclosures (*viz. DIR-2, DIR-8, MBP-1, Declaration confirming fulfillment of conditions prescribed in Part 1 of Sch. V of Companies Act, 2013, etc.*) in relation to the proposed appointment in compliance with RBI (CIC) Directions 2025, Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("SEBI LODR"), Director's Appointment & Fit and Proper Policy, Director's Remuneration Policy of the Company, KMPs & SMPs appointment and remuneration policy, Company's internal policies and any other applicable law, have been received from him.

Further, the Company has received candidature notice dated March 30, 2026 under Section 160 of Companies Act, 2013 ('Act') from promoter entity, being the member of the Company, namely, M.B. Finmart Private Limited, proposing the candidature of Mr. Arjun Lamba as Whole Time Director of the Company.

Mr. Arjun Lamba's appointment as Whole-time Director of the Company (designated as Executive Director) is proposed for a period of 5 years from April 01, 2026 to March 31, 2031, at the terms and conditions including remuneration for a period of 3 years from April 01, 2026 to March 31, 2029 as set out in the resolution forming part of EGM Notice.

In terms of Sections 196 & 197 read with Schedule V of the Act, such appointment of Whole-time Director/ Executive Director and remuneration proposed to be paid shall be approved by Board of

Directors at their meeting which shall be subject to the approval of Shareholders at their next general meeting. Further, in view of inadequate profits or likelihood of nil profits during the term of Mr. Arjun Lamba, approval of members by way of a special resolution is being sought to enable payment of remuneration as proposed in the resolution set out in Item No. 2 of this notice. Accordingly, requisite disclosures pursuant to Part II of Schedule V to the Act are annexed to this notice separately.

The Company has also received a duly signed declaration from Mr. Arjun Lamba confirming that he satisfies all conditions set out in Part-I of Schedule V and Section 196(3) of the Act.

Further, in opinion of the Board, Mr. Arjun Lamba fulfill the conditions specified in the Act read with SEBI LODR relating to his appointment as Whole-time Director. He possess the requisite skills, expertise and competencies identified by the Board for effective functioning of the Company. Details of director's profile, qualification, experience, expertise and the information pursuant to regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings are provided below.

Mr. Arjun Lamba has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The documents referred to in the notice and accompanying explanatory statement shall be made available for inspection by the Members at the Registered Office and Corporate Office of the Company between 11.00 a.m. and 04.00 p.m. on all working days from the date of dispatch of this Notice upto the last date of meeting and electronically during the meeting itself. Members seeking to inspect such document(s) may send an e-mail to investorservices@religare.com.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Arjun Lamba under Section 190 of the Act.

The Board of Directors believes that appointment of Mr. Arjun Lamba will be of immense benefit to the Company and accordingly recommends the resolution for the approval of Members by way of special resolution.

None of the Directors except Mr. Arjun Lamba and Key Managerial Personnel of the Company except to the extent of their shareholding in the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in this Notice.

BRIEF PROFILE OF MR. ARJUN LAMBA

Mr. Arjun Lamba is the founder of Guardian Advisors Private Limited, a SEBI-registered Portfolio Management Services (PMS) firm set up in 2005. With over 23 years of experience in India's capital markets, he has built deep expertise in equity investing and portfolio management. Guardian Advisors is among the oldest PMS providers in the country and focuses on managing investments for high-net-worth individuals and corporates focused on the Indian public equity markets.

Mr. Lamba has extensive experience in mergers and acquisitions and has played a critical role in the acquisition of both Eveready Industries and Religare Enterprises on behalf of the Burman Family. Since September 2022 he has served as a Non-Executive and Non-Independent Director on the Board of Eveready Industries India Limited. He is also on the Board of KPH Dream Cricket Pvt. Ltd. which owns IPL team Punjab Kings, Care Health Insurance Ltd, Religare Broking Ltd., Religare Enterprises

Ltd, Religare Finvest Ltd., Religare Housing Development Finance Corporation Ltd. and Religare Digital Solutions Ltd. Mr. Lamba holds a BBA degree from École Les Roches, Switzerland. Mr. Lamba is passionate about long-term value investing and business turnarounds, reflecting his commitment to creating sustainable value for investors and stakeholders.

The disclosure as required pursuant to Part II of Schedule V to the Companies Act, 2013 is given below:

I. General information:

(1) **Nature of industry-** Religare Enterprises Limited (the Company / REL) offers an integrated suite of financial services through its underlying subsidiaries and operating entities, spanning MSME lending, affordable housing finance, health insurance, and retail broking business. The Company is a Core Investment Company registered with the Reserve Bank of India.

(2) **Date or expected date of commencement of commercial production-** The Company commenced its activities pursuant to its registration as Core Investment Company (CIC) on June 03, 2014.

(3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus-** Not applicable

(4) Financial performance based on given indicators-

Particulars	For March 31, 2025 (Rupees in Lakh)	
	Standalone	Consolidated
Total Income	4,182.01	7,39,688.00
Total Expenditure	8,293.75	7,15,357.99
Profit / (Loss) before tax	(4,111.74)	24,330.01
Exceptional Items	-	-
Profit / (Loss) Before Tax After Exceptional Items	(4,111.74)	24,330.01
Share in Profit / (Loss) of Joint Ventures	-	-
Profit / (Loss) Before Tax	(4,111.74)	24,330.01
Income Tax Expense/ (Credit)	(357.46)	5,997.58
Profit / (Loss) After Tax	(3,754.28)	18,332.43
Other Comprehensive Income / (Loss)	(54.74)	6,787.28
Total Comprehensive Income / (Loss) for the Year	(3,809.02)	25,119.71

(5) **Foreign investments or collaborations, if any.-** Nil

II. Information about the appointee:

(1) Background details-

Mr. Arjun Lamba is the founder of Guardian Advisors Private Limited, a SEBI-registered Portfolio Management Services (PMS) firm set up in 2005. With over 23 years of experience in India's capital markets, he has built deep expertise in equity investing and portfolio management. Guardian Advisors is among the oldest PMS providers in the country and focuses on managing investments for high-net-worth individuals and corporates focused on the Indian public equity markets.

Mr. Lamba has extensive experience in mergers and acquisitions and has played a critical role in the acquisition of both Eveready Industries and Religare Enterprises on behalf of the Burman Family. Since September 2022 he has served as a Non-Executive and Non-Independent Director on the Board of Eveready Industries India Limited. He is also on the Board of KPH Dream Cricket Pvt. Ltd. which owns IPL team Punjab Kings, Care Health Insurance Ltd, Religare Broking Ltd., Religare Enterprises Ltd, Religare Finvest Ltd., Religare Housing Development Finance Corporation Ltd. and Religare Digital Solutions Ltd. Mr. Lamba holds a BBA degree from École Les Roches, Switzerland. Mr. Lamba is passionate about long-term value investing and business turnarounds, reflecting his commitment to creating sustainable value for investors and stakeholders.

(2) Past remuneration-

Mr. Arjun Lamba has not drawn any remuneration from the Company during FY 2025-26, except sitting fees for attending the board meetings and committee meetings of the Company aggregating Rs. 15.50 Lakhs.

(3) Recognition or awards - Nil

(4) Job profile and his suitability- As board member, since July 08, 2025, he is responsible for:

- (i) Driving value creation for stakeholders by developing high quality business strategies/ plans aligned with short-term and long-term objectives.
- (ii) Providing leadership to build a high-performing organization.
- (iii) Overseeing operations and business activities to ensure alignment with the Company's overall strategy and mission.
- (iv) Ensuring compliance with the regulatory framework and adherence to corporate governance standards.
- (v) Strengthening investor relations and facilitating growth capital for the Company and its subsidiaries.

Further as a Board designee, he is entrusted with the following additional responsibilities:-

- Matters related to HR viz.. evaluation of potential candidates for hiring at SMP/KMP positions, performance appraisals, confirmation of probation of Board reportees, approval of pre-clearance of trades of Board's reportees, decision on retention, revision in remunerations, to propose grant of ESOPs, etc.
- Evaluation of various strategic initiatives
- Evaluation of advocates/ law firms/consultants /strategist and meeting with them and authorizing the Company to appoint them from time to time
- Meeting / giving presentations to investors (existing and prospective)
- Signing of returns/applications / petitions/ replies or any other document(s) required to be filed by Director with statutory authorities/ government agencies/ judicial bodies/ quasi-judicial bodies from time to time.

Based on the performance of Mr. Arjun Lamba in discharging the responsibilities entrusted to him, as mentioned above, NRC and Board have evaluated his suitability in the organization and recommends his appointment as Whole Time Director, designated as Executive Director of the Company.

His appointment as Whole Time Director (designated as Executive Director) of the Company will be value accretive for the Company

(5) **Remuneration proposed-** As stated in the resolution proposed at Item No. 2 of the notice.

(6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person** - Taking into consideration the size of the Company, the profile of the appointee, the remuneration proposed is commensurate with the remuneration paid at similar positions by the Companies of comparable size and complexity operating in similar industry.

(7) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.**- Mr. Arjun Lamba does not have any pecuniary relationship, directly or indirectly, with the Company, its managerial personnel or other directors, except to the extent of remuneration and sitting fees received, if any.

III. Other information:

(1) Reasons of loss or inadequate profits-

The Company is a Core Investment Company and does not have active operating business lines. Its income is primarily derived from dividends/interest income and gains on sale of investments. Accordingly, in the absence of active operating revenues, Company has incurred losses on standalone basis during FY2024-25. However, the Company continues to generate profits on consolidated basis.

(2) Steps taken or proposed to be taken for improvement-

- a) The board of Religare Enterprises Limited (REL) has been reinforced with the inclusion of seasoned experts as directors subsequent to the Burman Group's designation as promoter in the month of February'25. In addition to strengthening the company's governance and execution capabilities, the newly inducted directors bring a wealth of experience and domain expertise across sectors such as finance, risk management, regulatory affairs and business strategy. Their diverse backgrounds are expected to significantly strengthen the strategic oversight and governance capabilities of REL and its subsidiaries, positioning the Group for sustainable growth and operational excellence.
- b) Management of the Company led by new Board of the Company, has restored investor confidence, as evidenced by successful completion of a preferential issue of warrants, convertible into equity shares, amounting Rs. 1500 Cr. approximately. The promoters' subscription of nearly half of the issue size representing Rs. 750 Cr. approx. demonstrates their strong commitment to Company's long term growth trajectory and supports expansion across subsidiaries and strategic initiatives.

(3) Expected increase in productivity and profits in measurable terms-

In the prevalent dynamics macroeconomic and industry environment level, providing precise projections of Profitability in measurable terms is challenging. However, with the proposed capital infusion plan of Rs. 1500 Cr., as aforementioned and new leadership at the helm, REL and its subsidiaries are well-positioned to sharpen its strategic focus, enhance governance standards, scale its core businesses, pursue new growth opportunities which is expected to increase its productivity and profits.

Additional Information for director seeking appointment:

S. No.	Particulars	Details
1.	Name of Director seeking appointment	Mr. Arjun Lamba
2.	DIN	00124804
3.	Date of Birth/ Age	August 07, 1980 / 45 Years
4.	Nationality	Indian
5.	Date of First Appointment on the Board	effective from July 08, 2025
6.	Qualifications, Experience and expertise in specific functional area and skills and capabilities required for the role and the manner in which proposed person meets such requirements	As per brief profile and suitability mentioned in the explanatory statement accompanying notice.
7.	Remuneration last drawn, if any	<ul style="list-style-type: none"> • For FY 2023-24 – N.A. • For FY 2024-25 – N.A. • During FY 2025-26, he has drawn sitting fees of Rs. 15.50 Lakhs for attending the meetings of the Board of Directors and Committees of Board after his appointment on the Board on July 08, 2025
8.	Shareholding in the Company including Shareholding as a beneficial owner	Nil
9.	No. of Board Meetings attended during the year	9 (Nine)
10.	Terms and Conditions of appointment including remuneration sought to be paid	Mr. Arjun Lamba is sought to be appointed as Whole Time Director of the Company for a term of 5 consecutive years w.e.f. April 01, 2026 on the terms of appointment including remuneration as mentioned in resolution proposed at Item No. 2 of the notice
11.	Directorship held in other Companies as on date (Including Listed entities)	<ol style="list-style-type: none"> 1. Eveready Industries India Ltd - Director 2. Guardian Advisors Private Limited - Director 3. Casa Tres India Private Limited – Director 4. Religare Digital Solutions Limited– Director 5. Religare Housing Development Finance Corporation Limited- Additional Director 6. Religare Finvest Limited- Additional Director 7. K.P.H. Dream Cricket Private Limited– Director 8. Care Health Insurance Limited– Director 9. Religare Broking Limited– Director
12.	Name of the listed entities from which He/She had resigned in the past three years	Nil

13.	Membership/Chairmanship of Committees of Board of other Companies upto December 31, 2025	Enclosed as Annexure-1
14.	Relationship with other Directors / Manager / KMP	There is no inter-se relationship between Mr. Arjun Lamba and other Directors /Manager/ Key Managerial Personnel of the Company

Annexure-1

Name of the Company	Name of Committee	Position
Guardian Advisors Private Limited	Corporate Social Responsibility Committee	Member
On dReligare Broking Limited	Corporate Social Responsibility Committee	Member
	Nomination & Remuneration Committee	Member
	Audit Committee	Member
	Loan Investment and Borrowing Committee	Member
Religare Enterprises Ltd	Audit & Governance Committee	Member
	Asset Liability Management Committee	Chairperson
	Investment, Borrowings & Share Allotment Committee	Member
K.P.H. Dream Cricket Private Limited	Audit Committee	Member
	Nomination & Remuneration Committee	Member
	Legal Compliance and Risk Management Committee	Member & Chairman
	Corporate Social Responsibility Committee	Member
Eveready Industries India Limited	ESG Committee	Member
	Corporate Social Responsibility Committee	Member
	POA Committee	Member
	Banking Accounts Committee	Member
Religare Finvest Ltd.	Risk Management Committee	Member
	IT Strategy Committee	Member
	Nomination & Remuneration Committee	Member
	Audit Committee	Member
Religare Housing Development Finance Corporation Limited	Audit Committee	Member
	Nomination & Remuneration Committee	Member

**By order of the Board of Directors
For Religare Enterprises Limited
Sd/-**

Anuj Jain

Company Secretary & Compliance Officer

Address: Max House, 8th Floor, Block A, Dr. Jha Marg,
Okhla Phase – III, New Delhi - 110020

Place: New Delhi

Date: March 30, 2026