

September 18, 2021

The National Stock Exchange of India Ltd.

Corporate Communications Department
“Exchange Plaza”, 5th Floor,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400051

BSE Limited

Corporate Services Department
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001

Scrip Symbol: RELIGARE

Scrip Code: 532915

Dear Sir(s),

Subject: Addendum to the Notice of the 37th Annual General Meeting (“AGM”) of Religare Enterprises Limited (“REL”/ “Company”) scheduled to be held on September 29, 2021 at 4:00 p.m. IST through Video Conferencing (“VC”)/ other Audio Visual Means (“OAVM”).

This is in continuation to the Company’s earlier disclosure dated September 06, 2021 regarding submission of Notice of 37th Annual General Meeting (“**the Notice of AGM**”) and Annual Report for the financial year ended March 31, 2021.

The Special Resolution set out in Item No. 7 of the Notice of AGM (“said Resolution”) is for retention payout to Dr. Rashmi Saluja, Executive Chairperson of the Company. The said Resolution along with the Explanatory Statement has been amended via Addendum dated September 17, 2021 to the Notice of AGM (“**Addendum**”).

The Addendum to the Notice of AGM which is being circulated / dispatched to the members is enclosed herewith for your information and further dissemination. The Addendum shall form an integral part of the Notice of AGM dated August 28, 2021 circulated to the members of the Company. The Addendum is also being uploaded on the Company’s website www.religare.com and website of the Company’s Registrar and Transfer Agent viz. KFin Technologies Private Limited (“**KFintech**”) at <https://evoting.kfintech.com>.

The **cut-off date** of **Wednesday, September 22, 2021** for the purpose of ascertaining the eligibility of Members to avail e-voting facility, **remote e-voting period** i.e. from **Friday, September 24, 2021 at 1:00 p.m. (IST)** to **Tuesday, September 28, 2021 at 5:00 p.m. (IST)**, **Book Closure dates** and other content of the Notice of the AGM remains unchanged.

Religare Enterprises Limited

CIN: L74899DL1984PLC146935

Regd. Office: 1st Floor, P-14, 45/90, P-Block, Connaught Place, New Delhi – 110001

Corporate Office: Plot No. A – 3, 4, 5, Prius Universal, Sector – 125, Noida, UP–201301

www.religare.com / investorservices@religare.com

Phone: +91-11- 4002 1400, Fax No.: +91-11- 4002 1401

Phone: +91-120-635 5040, Fax No.: +91-120-635 5248

Please take the above on record.

Yours faithfully

For Religare Enterprises Limited



Reena Jayara
Company Secretary

Encl: as above



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ADDENDUM TO THE NOTICE OF THE 37TH ANNUAL GENERAL MEETING

This Addendum to the Notice to the members is being issued in continuation to the Notice dated August 28, 2021 for convening of the **37th Annual General Meeting (“AGM”)** of the members of Religare Enterprises Limited (“**the Company**”) scheduled to be held on **Wednesday, September 29, 2021 at 4.00 P.M. (IST)** through Video Conferencing / Other Audio Visual Means (“**VC**” / “**OAVM**”) for making modification to the Special Resolution set out at Item No. 7 of the aforesaid Notice already circulated to the members on September 06, 2021. The modification proposed to be carried out in the Resolution is highlighted in bold italics.

This Addendum to the Notice of the AGM shall form an integral part of the Notice dated August 28, 2021 circulated to the members of the Company.

Special Business:

Item No. 7

To approve the Retention Payout of Dr. Rashmi Saluja (DIN: 01715298), Executive Chairperson of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 of the Companies Act, 2013 (“**Act**”) read with the Rules made thereunder and Schedule V of the said Act and all other applicable provisions of the Act, if any, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) / amendment(s) or re-enactments thereof for the time being in force and the relevant provisions of the Articles of Association of the Company and all other applicable provisions and laws and approval(s) or sanction(s) as may be required, and pursuant to the recommendations of the Nomination and Remuneration Committee (NRC) and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the retention payout of upto **Rs. 1 Crore (Rupees One Crore only) per annum** to Dr. Rashmi Saluja (DIN: 01715298), Executive Chairperson of the Company, during her tenure of appointment approved by the shareholders, over and above to the remuneration proposed to be paid under resolution no 6.

RESOLVED FURTHER THAT 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 and 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 order to give effect to this resolution or to settle any question, difficulty or doubt that may arise in giving effect to this resolution”.

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

Sd/-

Reena Jayara

Company Secretary

Membership No: A19122

**Address: Plot No. A-3,4,5, Prius Universal
Sector – 125, Noida – 201 301**

Place: New Delhi

Date: September 17, 2021



ADDENDUM TO THE EXPLANATORY STATEMENT OF THE MODIFIED RESOLUTION OF AGENDA ITEM NO 7 OF THE AGM NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”)

The Company re-iterates that while considering the revised Debt Restructuring Plan (DRP) of Religare Finvest Limited (“RFL”) with REL continuing as the Promoter, the Lenders have conveyed that the stability of the current management is of utmost importance and critical for the finalization / implementation of the DRP. Accordingly, in order to assure the Lenders, the NRC and Board in their respective meetings held on June 21, 2021 and June 22, 2021, subject to the approval of the members of the Company, proposed to introduce the Retention Plan of Dr. Rashmi Saluja who has been the key person instrumental for the DRP consideration by the Lenders by paying a retention payout of an amount upto Rs. 5 Crore p.a. for a period of 6 years till the FY 27. However, since her tenure as an Executive Chairperson is till February 25, 2023, the Company proposed for approval of shareholders the retention payout of an amount upto Rs. 5 Crore p.a. during her tenure of appointment till February 25, 2023 as approved by the shareholders, over and above to the remuneration proposed in resolution no. 6.

Thereafter, the NRC and Board in their respective meetings held on September 17, 2021 have, subject to the approval of the members of the Company, proposed to amend the terms of retention payout of Dr. Rashmi Saluja as aggregating Rs. 5 Crore, to be released in equal amount over five years, which will be over and above to her remuneration proposed in resolution no. 6 of the AGM Notice.

Dr. Rashmi Saluja’s continuity of services would benefit the Company in next few years of evolution as it grows after the testing past to new heights. However, since her tenure as an Executive Chairperson is till February 25, 2023, the Company is currently proposing for approval of shareholders the retention payout of an amount upto Rs. 1 Crore per annum payable during her tenure of appointment as approved by the shareholders, over and above to the remuneration proposed in resolution no. 6.

The Company will seek approval of shareholders for the retention payout for remaining period later at the time of her re-appointment.

Accordingly, the proposed Special Resolution at Item No. 7 at page 4 of the Notice of AGM has been amended and shall be as set out in the this Addendum to the Notice.

The Board accordingly recommends the proposed amended Special Resolution No. 7 as set out in the Addendum to the Notice of the AGM for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Dr. Rashmi Saluja, is concerned or interested, financially or otherwise, in the special resolution set out in this Addendum Notice.

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

Sd/-

Reena Jayara

Company Secretary

Membership No: A19122

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