

June 24, 2020

**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

Subject: Postal Ballot Notice

Dear Sir(s),

This is in continuation to our earlier announcement dated June 18, 2020 intimating Board approval for conducting the postal ballot process by way of remote e-voting facility.

In this regard, please find enclosed copy of the Postal Ballot Notice dated June 17, 2020 for obtaining approval of the shareholders through ordinary resolution on the following matter:

- i. Re-classification of Promoters and Promoter Group into Public Shareholder category; and

In terms of the General Circular No.14/2020 dated 8th April 2020 and General Circular No.17/2020 dated 13th April 2020 read with General Circular No. 22/2020 dated 15th June 2020 issued by the Ministry of Corporate Affairs, Government of India (**the "MCA Circulars"**), the Company has on June 23, 2020, completed the dispatch of Postal Ballot Notice by email to shareholders whose names appear in the Register of Members as on the Cut-Off Date i.e. Friday, June 19, 2020 and who have registered their email addresses with the Company or depository / depository participants. In terms of the MCA Circulars and in view of the current extraordinary circumstances due to COVID-19 pandemic, the hard copy of Postal Ballot Notice and pre-paid business reply envelope has not been sent to the shareholders for the Postal Ballot in terms of the MCA Circulars.

In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://karisma.kfintech.com/emailreg> and following the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to einward.ris@kfintech.com.

This is for your kind information and record.

Thanking you.

Yours truly,

For Religare Enterprises Limited


**Reena Jayara
Company Secretary**



Encl: as above



RELIGARE ENTERPRISES LIMITED
Registered Office: 1st Floor, P-14, 45/90, P-Block,
Connaught Place, New Delhi – 110001
CIN NO. - L74899DL1984PLC146935
Phone: +91 – 11 – 4002 1400, Fax No: +91 – 11 – 4002 1401
Website: www.religare.com; email: Investorservices@religare.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)

To,

The Shareholders,

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) ("**the Rules**"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard – II on General Meetings ("**SS-II**") issued by the Institute of the Company Secretaries of India and any other applicable laws and regulations, to transact the below mentioned proposed special business by the members of the Religare Enterprises Limited ("**the Company**") by passing resolution through postal ballot ("**Postal Ballot**") by way of remote e-voting ("**e-voting / remote e-voting**").

Ministry of Corporate Affairs, Government of India (the "**MCA**") in terms of the General Circular No.14/2020 dated 8th April 2020 and General Circular No. 17/2020 dated 13th April 2020 read with General Circular No. 22/2020 dated 15th June 2020 (the "**MCA Circulars**"), in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, have advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot upto 30th June 2020 (extended to 30th September 2020 vide General Circular dated 15th June 2020), the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now propose to obtain the consent of the shareholders by way of Postal Ballot for the matter as considered in the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolution along with its Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

ITEM NO. 1

To consider and approve Re-classification of Promoters and Promoters Group into Public shareholders category and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in supersession of earlier resolution passed on October 17, 2018 in this regard and in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) including any statutory modification(s) or re-enactment thereof and other applicable provisions, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the Promoter and Promoter Group status of the following persons/entities (hereinafter individually & jointly referred to as the ‘Applicants’) to ‘Public category’:

Promoters

1. Malvinder Mohan Singh
2. Shivinder Mohan Singh

Promoter Group

3. Japna Malvinder Singh
4. Aditi Shivinder Singh
5. Abhishek Singh
6. RHC Holding Private Limited
7. RHC Finance Private Limited
8. PS Trust (held in the name of Malvinder Mohan Singh & Shivinder Mohan Singh)

RESOLVED FURTHER THAT the approval be and is hereby also given for re-classification of the following entities, if any, to the ‘Public Category’:

- i. All bodies corporate in which ten percent or more of the equity share capital is held by the Applicants, either individually or jointly;
- ii. Any body corporate in which a body corporate as provided in (i) above holds ten percent or more, of the equity share capital;
- iii. Any Hindu Undivided Family or firm in which the aggregate shareholding of the Applicants, either individually or jointly, is equal to or more than ten percent of the total;

RESOLVED FURTHER THAT on approval of the Stock Exchange (whichever applicable) upon application for reclassification of the aforementioned Applicants, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in regard including delegation of requisite authority to submit application for reclassification to the Stock

Exchanges, wherein the securities of the Company are listed or any other regulatory body, as may be required.”

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

Sd/-

Reena Jayara

Company Secretary

Membership No.:A19122

Place: New Delhi

Date: June 17, 2020

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the “**Act**”), setting out material facts for the proposed resolution is annexed herein below.
2. The Notice of Postal Ballot (“**the Notice**”) containing instruction is being sent by email to all the Members of the Company whose names appear on the Register of Members/list of Beneficial Owners as received from the Depositories, National Securities Depository Limited (“**NSDL**”) / Central Depository Services (India) Limited (“**CDSL**”) on Friday, June 19, 2020 (hereinafter called as “**Cut-off Date**”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited (“**KFintech**”). A copy of this Notice will also be available on the Company’s website www.religare.com, and on the website of KFintech at <https://evoting.karvy.com> and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed.
3. Members whose name appearing on the Register of Members / List of Beneficial Owners as on the Cut-off date shall be eligible for e-voting. A person who is not member on Cut-off date should treat this notice for information purpose only.
4. The Board of Directors of the Company has appointed Mr. Ankush Agarwal (Membership No. F9719 & Certificate of Practice No. 14486), Partner, M/s MAKS & CO., Practicing Company Secretary [FRN: P2018UP067700], as Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner.
5. Resolution, if passed by the Members through postal ballot will be deemed to have been duly passed on the last date specified for the e-voting i.e. Thursday, July 23, 2020, in terms of Secretarial Standard – II on General Meetings (“**SS-II**”) issued by the Institute of Company Secretaries of India .
6. In compliance with provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), and Secretarial Standard – II, the Company is providing e-voting facility to enable members to cast their votes electronically on the matters included in this Notice. The Company has appointed KFin Technologies Private Limited (hereinafter called as “**KFintech**” / “**Agency**”) for facilitating e-voting to enable the shareholders to cast their votes electronically instead of physical mode. In terms of the General Circular No.14/2020 dated 8th April 2020 read with General Circular No.17/2020 dated 13th April 2020 and General Circular No.22/2020 dated 15th June 2020 issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”), voting can be done only by remote e-voting. As the remote e-voting does not require a person to attend to a meeting physically, the members

are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.

7. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be posted on the Company's website www.religare.com, on the website of KFinTech at <https://evoting.karvy.com> besides communicating to the stock exchanges on which the shares of the Company are listed on Friday, July 24, 2020. In the event that the Company's offices remain open for business on that day, the Company will also display the results of the postal ballot at its registered office and at the corporate office.
8. E-voting will commence from Wednesday, June 24, 2020 (9.00 A.M. IST) to Thursday, July 23, 2020 (5.00 P.M. IST) and e-voting shall not be allowed beyond the said date and time. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled thereafter.
9. This notice of postal ballot will also be placed on the website of the Company i.e. www.religare.com and also on the website of the Agency i.e. <https://evoting.karvy.com>.
10. In case of any queries, any member who has grievances connected with e-voting for postal ballot can contact Mr. S V Raju, Corporate Registry, KFin Technologies Private Limited, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 at +91 040 67162222 or at 1800 345 4001(Toll Free) or email at einward.ris@kfintech.com.
11. The voting rights of the equity shareholders shall be determined based on the equity shares held by them as on Cut-off Date i.e. Friday, June 19, 2020. Further, due to non-payment of dividend by the Company for last 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, the shareholders holding aforesaid Preference Shares of the Company as on Cut-off Date will also be entitled to vote on the resolution mentioned in the Postal Ballot Notice in proportion to the Preference Shares held by them. Hence, the Notice is being sent to them along with other members. Further, the total voting capital of the Company for determining the voting rights of members as on Cut-off Date will be 283,128,152 Shares (i.e. including 258,128,152 Equity Shares and 25,000,000 Preference Shares). In this regard, it is to be noted that the Promoter(s) seeking re-classification and persons related to the Promoter(s) seeking re-classification shall not be entitled to vote to approve this resolution.
12. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot/E-voting will be final.
13. The relevant documents for voting by remote e-voting shall be under the safe custody of the scrutinizer till the Chairperson consider, approves and sign the minutes.
14. SEBI has made an amendment to Regulation 40 of the SEBI Listing Regulations with respect to mandatory dematerialization for transfer of securities. Pursuant to the aforesaid amendment, Listed Companies and their Registrars and Transfer Agents (RTAs) are advised to ensure that shares which are lodged for transfer are mandatory in dematerialized form with effect from April 01, 2019. Therefore, shareholders are requested to get their physical shareholding dematerialized for any further transfers.
15. The members are aware that, currently the Novel Coronavirus (COVID-19) has affected many countries, including India. Pursuant to advisory by Ministry of Health & Family Welfare, Ministry of Corporate Affairs and other authorities on preventive measures to contain the spread of COVID 19, please note that the Company is taking all possible precautionary measures to meet this public health situation and contributing to containing the disease and minimizing its contagious effect.

You are also requested to ensure to follow the directives issued by Government of India/State Government for safety of everyone and take adequate precautions at personal as well as at a social level and follow the medical advisories.

Further, use of e-voting facility by members is advisable for casting votes by following the procedures and instructions of E-Voting as mentioned in the Notice below.

E-voting Procedure/Instructions:

The procedure and instructions for e-voting are as follows:

- I. Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
- II. Enter the login credentials (i.e., user-id & password). Your Folio/DP Client ID will be your User-ID.

User -ID	For Members holding shares in Demat Form:- a) For NSDL :-8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID c) For Members holding shares in Physical Form:- Event No. (5320) followed by Folio Number registered with the Company
Password	Your unique password is sent via email forwarded through the electronic notice. In case you do not remember password then click on forgot password option to reset the same.
Captcha	Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- III. After entering these details appropriately, click on "LOGIN".
- IV. You will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through KFin e-Voting platform. System will prompt you to change your password and update any contact details like mobile no, email ID etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- V. You need to login again with the new credentials.
- VI. On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- VII. If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your exiting login id and password are to be used.
- VIII. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast the vote, select 'ABSTAIN'.

- IX. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL ”and accordingly modify your vote.
- X. Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- XI. Corporate/Institutional Members (corporate /Fls/Flls/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to scrutinizer.maks@gmail.com with copy to inward.ris@kfintech.com and evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format “Corporate Name_ Event no.”
- XII. In case of any queries related to e-voting, you may refer to the Frequently Asked Questions (FAQ’s) and e-voting user manual available in the “Downloads” section of 'https://evoting.karvy.com' or contact Mr. S V Raju of KFin Technologies Private Limited at 040-67162222 or at 1800 345 4001 (Toll Free).

In case of shareholders have not registered their email addresses:

On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. 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:

1. In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered with the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://karisma.kfintech.com/emailreg> and following the registration process as guided thereafter and mentioned herein below:

Electronic folios

- (a) Visit the link <https://karisma.kfintech.com/emailreg>
- (b) Select the company name
- (c) Shareholder to enter DPID-CLID / Folio No. and PAN No.
- (d) Shareholder to enter the email id and Mobile No.
- (e) System check the authenticity of the client id and PAN and send the different OTPs to Mobile and Email to Validate.
- (f) Shareholder to enter the OTPs received by SMS and Email to complete the validation process. (OTPs will be valid for 5 min. only).
- (g) System confirms the email id for the limited purpose of serviced postal ballot notice.
- (h) System will send the notice & procedure for e-voting to the email given by shareholder

Physical folios:

- (a) Visit the link <https://karisma.kfintech.com/emailreg>
- (b) Select company name
- (c) Shareholder to enter physical Folio No and PAN No.
- (d) If PAN No is not available in the records, shareholder to enter one of the Certificate No.
- (e) Shareholder to enter the email id and Mobile No.

- (f) System check the authenticity of the Folio No. and PAN/Certificate No and send the different OTPs to Mobile and Email to Validate.
- (g) Shareholder to enter the OTPs received by SMS and Email to complete the validation process. (OTPs will be valid for 5 min. only).
- (h) If PAN is not available, system will prompt to upload the duly signed scan copy of the PAN.
- (i) System confirm the registration of email id.
- (j) System will send the notice & procedure for e-voting to the “email “given by shareholder.

Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to einward.ris@kfintech.com.

2. It is clarified that for permanent registration of email address, the shareholders are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.
3. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.

EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE DATED JUNE 17, 2020 PURSUANT TO SECTION 102 OF THE ACT READ WITH SECTION 110 OF THE ACT

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 1 of the accompanying Notice:

Item No. 1

The Promoters and Promoters Group (hereinafter individually & jointly referred to as the “**Applicants**”) had vide letters dated June 07, 2018 and August 08, 2018 filed a request seeking for Re-Classification. The Board of Directors of the Company (“**Board**”) considered the aforesaid request, approved the same and accordingly sought approval of shareholders on same through an Ordinary Resolution vide the postal ballot notice dated September 06, 2018. The said resolution was passed by the shareholders on October 17, 2018 with requisite majority, results of which were declared on October 18, 2018.

While the Company was in process of submission of application to the exchanges, in the meantime, SEBI notified the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018 (“**Amended Listing Regulations**”) on November 16, 2018 which inter-alia provided a streamlined process for re-classification of the Promoters and also increased the threshold of promoter holding of 1% to 10% as the cap for re-classification.

The Company accordingly got engaged with the Stock Exchanges for way forward and after their advise, had filed re- classification application with the Stock Exchanges on January 16, 2019 under the erstwhile provisions as the approval of shareholders was obtained under the erstwhile Listing Regulations in the matter.

Since, one of the conditions under the erstwhile SEBI Listing Regulations for re-classifying the promoters status and recognizing the company as professionally managed was that “*No person or group along with persons acting in concert taken together shall hold more than **one per cent paid-up equity capital** of the entity including any holding of convertibles/outstanding warrants/ Depository Receipts*”. Hence, basis the guidance of the stock exchanges, the Company made an application to SEBI seeking relaxation from the compliance of the said condition which was not acceded to by the SEBI since same was exempted under Amended Listing Regulations.

Accordingly, the stock exchanges advised the Company to re-initiate the process of re-classification of Promoters/Promoters Group into the Public Shareholders based on the request letters dated June 07, 2018 and August 08, 2018 earlier received from Promoters/Promoters Group in the year 2018.

Considering the same, the Board of Directors on April 11, 2020 re-considered the request dated June 07, 2018 and August 08, 2018 of Promoters and Promoter Group along with the Company’s communication dated March 16, 2020 to Promoters and Promoters Group for re-classification into the Public Shareholder category and accordingly approved the proposal, subject to the further approval of shareholders and stock exchanges, for the “re-classification of Promoters and Promoter Group into the Public Shareholder” in terms of Amended Listing Regulations.

The current shareholding of the Applicants in the Company is as below:

Name of the Applicants	Number of Equity Shares held as on June 17, 2020	% of Equity Share Capital as on June 17, 2020
<u>Promoters</u>		
Malvinder Mohan Singh	Nil	0.00

Shivinder Mohan Singh	Nil	0.00
Promoter Group		
Japna Malvinder Singh	Nil	0.00
Aditi Shivinder Singh	Nil	0.00
Abhishek Singh	50	0.00
RHC Holding Private Limited	4,51,470	0.18
RHC Finance Private Limited	18,15,134	0.70
PS Trust*	100	0.00
Total	22,66,754	0.88

*in the name of Malvinder Mohan Singh & Shivinder Mohan Singh

Applicants are holding very insignificant equity shareholding which constitutes 0.88% of the total paid up equity capital of the Company. However, RHC Finance Pvt. Ltd. has acquired voting rights on 2,50,00,000 0.01% Non-Convertible Non-Cumulative Redeemable Preference Shares issued in August 2016 (“NCRPS”) w.r.t all the resolutions to be placed before the shareholders of the Company, due to non-payment of dividend by the Company for a period of two years on these NCRPS. Accordingly, Applicants hold 9.63% voting rights in the Company for the purpose of voting on any resolution placed before the shareholders of the Company for approval. The Company has filed the petition with National Company Law Tribunal on June 14, 2019 for rectification of register of members of the Company by cancellation of these NCRPS. The matter is currently sub-judice.

Apart from above, Applicants do not exercise any control over the Company and are not engaged in the management of the Company. Further, they do not hold any key managerial position or representations on the Board of Directors in the Company and are not engaged in day to day affairs of the Company. They do not have any special right through formal or informal arrangements including through any shareholder agreements with the Company and none of their act influences the decision taken by the Company. They neither have a right either to appoint any Director of the Company nor have an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of their shareholding except to the extent of their voting rights on preference shares as mentioned above.

Once the Applicants are re-classified from Promoter and Promoter Group category to Public shareholder category upon receipt of all necessary approvals, there will be no identifiable Promoters of the Company.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

Members are further informed that, SEBI in its interim ex-parte order dated 14 March 2019, found that funds have been diverted from Religare Finvest Limited (RFL), material subsidiary of the Company by the erstwhile Promoters. RFL has also initiated various legal proceedings against Promoters and their associates for restitution of funds siphoned away from RFL. Pursuant to initiation of such proceedings, the Promoters and their associates have been arrested by the Economic Offences Wing, Delhi Police, as well as the Directorate of Enforcement.

Hence, re-classification of Promoters is one of the various initiatives taken by the new Board and Management since 2018 to overcome the past irregularities allegedly committed by Promoters and for revival of the Company and the Group. The dis-association from the Promoters will help in building confidence of the various stakeholders of the Company including Regulators, lenders etc.

Your Directors therefore recommend the passing of the Resolution as set out in the Notice as an Ordinary Resolution.



None of the Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company are, in anyway, concerned or interested, financially or otherwise in the matter except to the extent of their shareholding, if any, in the Company.

Promoter(s) seeking re-classification and persons related to the Promoter(s) seeking re-classification shall not be entitled to vote to approve this resolution.

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

**Place: New Delhi
Date: June 17, 2020**

**Sd/-
Reena Jayara
Company Secretary
Membership No.:A19122**