

February 21, 2023

**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 February 14, 2023 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 February 10, 2023 for obtaining approval of the shareholders through **Special Resolution** by way of remote e-voting facility only on the following matter:

- To approve the appointment of Ms. Preeti Madan (DIN: 08384644) as Non-Executive Independent Director of the Company for a term of 5 consecutive years.

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.03/2022 dated 5th May 2022 and General Circular No.11/2022 dated 28th December 2022 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), the Postal Ballot Notice is being sent by electronic mode only to shareholders whose names appear in the Register of Members as on the Cut-Off Date i.e. Friday, February 17, 2023 and who have registered their email addresses with the Company or depository / depository participants.

The Notice is also available on the website of the Company at www.religare.com and website of KFin Technologies Limited at <https://evoting.kfintech.com>.

The remote e-voting shall be available during the following period:

Commencement of e-voting: Wednesday, February 22, 2023 (9:00 A.M. IST)
End of e-voting: Thursday, March 23, 2023 (5:00 P.M. IST)

The results of the Postal Ballot will be announced on or before Monday, 27th March 2023.

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: 1407, 14th Floor, Chiranjiv Tower,
43, Nehru Place, New Delhi - 110019
CIN NO. - L74899DL1984PLC146935

Phone: +91-11-4472-5676
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, the relaxations and clarifications issued by Ministry of Corporate Affairs Circulars vide General Circular No.14/2020 dated 8th April 2020 read with General Circular No.17/2020 dated 13th April 2020, General Circular No.03/2022 dated 5th May 2022 and General Circular No.11/2022 dated 28th December 2022 (the "**MCA Circulars**") and any other applicable laws and regulations, to transact the below mentioned proposed special businesses by the members of the Religare Enterprises Limited ("**the Company**") by passing resolutions through postal ballot ("**Postal Ballot**") by way of remote e-voting only ("**e-voting / remote e-voting**").

The remote e-voting facility will be available for the following period:

Commencement of e-voting	:	Wednesday, February 22, 2023 (9:00 A.M. IST)
End of e-voting	:	Thursday, March 23, 2023 (5:00 P.M. IST)

In accordance with Section 101 of the Act read with Rule 18 of the Rules and the MCA Circulars, 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 whose names appear in the Register of Members / List of Beneficial Owners as on Friday, February 17, 2023 ("**Cut-off Date**").

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 and 110 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 their respective 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**

1. To approve appointment of Ms. Preeti Madan (DIN: 08384644) as Non-Executive Independent Director of the Company for a term of 5 consecutive years 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 the provisions of Section 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Ms. Preeti Madan (DIN: 08384644), who was appointed as an Additional Non-Executive Independent Director w.e.f. January 24, 2023, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years w.e.f. January 24, 2023 upto January 23, 2028 (both days inclusive) .

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of appropriate forms/ returns with concerned Registrar of Companies.”

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

**Place: New Delhi
Date: February 10, 2023**

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

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the “Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 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, February 17, 2023 (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 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.kfintech.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, March 23, 2023, 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 Sections 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 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, General Circular No.03/2022 dated 5th May 2022 and General Circular No.11/2022 dated 28th December 2022 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 and on the website of KFintech at <https://evoting.kfintech.com> besides communicating to the stock exchanges on which the shares of the Company are listed on or before Monday, March 27, 2023. The Company will also display the results of the postal ballot at its registered office and at the corporate office.
8. The remote e-voting facility will be available for the following period:

Commencement of e-voting	: Wednesday, February 22, 2023 (9:00 A.M. IST)
End of e-voting	: Thursday, March 23, 2023 (5:00 P.M. IST)

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.
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.kfintech.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 Limited, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 at 1800 309 4001 (Toll Free) or email at einward.ris@kfintech.com.
11. 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. Friday, February 17, 2023. The total voting capital of the Company for determining the voting rights of members as on Cut-off Date will be 348,499,463 Shares (i.e. including 323,499,463 Equity Shares and 25,000,000 Preference Shares), unless any further changes in the paid up capital until Cut-off Date.

Members may please 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.

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. 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 circular dated November 03, 2021 read with circular dated December 14, 2021 has also provided for mandatory furnishing of PAN, KYC details, nomination, freezing of folios without valid PAN, KYC details, compulsory linking of PAN and Aadhar by shareholders holding securities in physical form. Non-availability of any one of the cited document / detail with the Company / RTA on or after 1st April, 2023 will result in freezing of the folios by the RTA of the Company as per the said SEBI circular and such shareholders will not be eligible to lodge grievance, or avail service request from the RTA and also not eligible for payment of dividend unless complete documents are provided. Accordingly, such shareholders are requested to submit the requisite information / documents at the earliest with the RTA of the Company. The relevant documents for same may be accessed from the Company's website at: <https://www.religare.com/Investor-Information.aspx>

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:

A. INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY AN INDIVIDUAL SHAREHOLDER, HOLDING SHARES IN ELECTRONIC / DEMAT FORM

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in **Demat mode** can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants.

Shareholders are therefore advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The procedure to login and access the remote e-voting, as devised by the Depositories /Depository Participant(s) is given below:

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited CDSL
<p>1. User already registered for IDeAS facility: **</p> <ol style="list-style-type: none"> I. URL: https://eservices.nsd.com II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsd.com (Select “Register Online for IDeAS”) or https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp II. Proceed with completing the required fields. <p>** (Post registration is completed , follow the process as stated in point no.1 above)</p> <p>3. First time users can visit the e-Voting website directly and follow the process below:</p> <ol style="list-style-type: none"> I. URL: https://www.evoting.nsd.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. V. 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>1. Existing user who have opted for Easi / Easiest **</p> <ol style="list-style-type: none"> I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. <p>** (Post registration is completed , follow the process as stated in point no.1 above)</p> <p>3. First time users can visit the e-Voting website directly and follow the process below:</p> <ol style="list-style-type: none"> I. URL: www.cdslindia.com II. Provide Demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress. V. Click on company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) can login through their depository participants.

Individual Shareholders (holding securities in demat mode) can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. 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.

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available on the websites of Depositories / Depository Participants.

Members facing any technical issue - NSDL website	Members facing any technical issue - CDSL website
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43 .

B. INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS, HOLDING SHARES IN ELECTRONIC / DEMAT MODE AND ALL SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE

(I) In case a Member receives an email from Kfintech [for Members whose email IDs are registered with the Company/Depository Participants (s):

1. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
2. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin Technologies for e-voting, you can use your existing User ID and password for casting your vote.
3. After entering these details appropriately, click on “LOGIN”.
4. You will now reach password change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise of 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.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the “EVENT” i.e., ‘Name of the Company’

7. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as on the Cut-off Date. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 8. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 9. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 10. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
 11. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 12. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the latest Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email scrutinizer.maks@gmail.com with a copy marked to inward.ris@kfintech.com and evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_Event No.”
- (II) In case of a Member whose email IDs are not registered /updated with the Company/KFintech / Depository Participants(s):**
1. Members, who have not registered /updated their email addresses are requested to register / update the same with the Company’s Registrar and Share Transfer Agent, KFintech, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>. Alternatively member may send an e-mail request at the email id inward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of Share Certificate in case of physical folio.
 2. 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.
 3. After due verification, KFintech will forward your login credentials to your registered email address.
 4. Follow all the instructions at Sr. No. 1 to 12 as mentioned in **point I.** above, to cast your vote.
- (III) In case a person has become a Member of the Company on the Cut-off Date i.e., Friday, February 17, 2023, he/she may obtain the User ID and Password in the manner as mentioned below:**
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com> , the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call KFin Technologies’s toll free number 1800-309-4001 (from 9.00 a.m. to 5.00 p.m.).

EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE DATED FEBRUARY 10, 2023 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

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Ms. Preeti Madan as an Additional Director - Non-Executive & Independent for a term of 5 consecutive years w.e.f. January 24, 2023, subject to the approval of shareholders of the Company.

In compliance with the provisions of Section 161 of the Companies Act, 2013 (“the Act”), Ms. Preeti Madan shall hold office up to the date of the next Annual General Meeting. However, in terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any amendment(s) / modification(s) / re-enactment(s) thereto), it is necessary to obtain approval of the members of the Company for the appointment of Ms. Preeti Madan as a “Director (Non-Executive Independent)” of the Company within a period of 3 (Three) months from the date of appointment.

The Company has received all the requisite disclosures from Ms. Preeti Madan with respect to her appointment as Non- Executive Independent Director. Further, in opinion of the Board, Ms. Preeti Madan fulfills the conditions specified in the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) relating to the appointment as Independent Director and is independent of management. She possesses the requisite skills, expertise and competencies identified by the Board for effective functioning of the Company. Details of her profile, qualification, experience, expertise and the information pursuant to regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings are disclosed herein below.

In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she 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 and has successfully registered herself in the Independent Director’s data bank maintained by Indian Institute of Corporate Affairs.

The Company has also received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director.

The Board of Directors believes that appointment of Ms. Preeti Madan will be of immense benefit to the Company.

Accordingly, approval of shareholders is sought by way of a Special Resolution to appoint Ms. Preeti Madan as a Non- Executive Independent Director on the Board of the Company for a term up to five consecutive years w.e.f. January 24, 2023.

Copy of letter of appointment of Ms. Preeti Madan setting out the terms and conditions of appointment is available electronically for inspection by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Ms. Preeti Madan is concerned or interested, financially or otherwise, in the resolution set out in this Notice.

The Board recommends the resolution as mentioned at item no. 1 above for approval of the Members by way of a Special Resolution.

Brief Profile of Ms. Preeti Madan is as follows:

Ms. Preeti Madan currently serves as a Regional Council member representing India Water Partnership (IWP) which is a part of the Global Water Partnership, an international network to foster integrated approach to water resource management. She served as independent Director on the board of WAPCOS Ltd for three years upto July 2022.

She is also an Honorary adviser to the Indus Action, a voluntary organisation for under-privileged children.

An alumna of the Lady Shriram College (BA Eco Hons: 1975-78) and the Delhi School of Economics (Masters in Economics: 1978-80), she joined the Indian Economic Service in 1981 and served in positions of increasing responsibility in State/ UT Governments and the Central Government. She acquired a Post Graduate Diploma in Management (1997- 99) from Concordia University (Montreal, Canada) during the course of her career.

During her 4-decade long experience in government that included heading delegations and multidisciplinary committees, she interacted with stake- holders including industry associations/ federations at top levels. She was involved in formulation and implementation of policy relating to Infrastructure (DEA); Industrial Promotion (DIPP); and in bilateral and multilateral negotiations in the Financial Services sector.

Ms. Madan brings onboard a gender perspective through her diverse experiences in related sectors. She was posted as Joint Secretary in Ministry of Woman and Child Development and served as a Member Secretary to the National Commission for Women (September 2015 to December 2016) at Additional Secretary level.

She superannuated from the Government service at the post of Principal Economic Adviser, Department of Industrial Policy & Promotion, where she dealt with issues relating to industrial policy, including fiscal and investment matters. During this period Ms. Madan co-chaired the Task Force on Make in India and Transfer of Technology for the Mumbai-Ahmedabad High Speed Rail Project (MAHSR) in Department of Industrial Policy & Promotion.

Additional Information for seeking appointment:

S. No.	Particulars	Details
1	Name of Director seeking appointment	Ms. Preeti Madan
2	DIN	08384644
3	Date of Birth/ Age	February 22, 1968 / 54 Years
4	Date of First Appointment on the Board	January 24, 2023
5	Qualifications, Experience and expertise in specific functional area	As per brief profile mentioned herein above
6	Remuneration last drawn, if any	In FY 2022-23, she has drawn a sitting fee of Rs. One Lakh for attending the meeting of the Board of Directors after her appointment on the Board on January 24, 2023
7	Shareholding in the Company- Shareholding of Non-Executive Director including Shareholding as a beneficial owner	Nil
8	No. of Board Meetings attended during the year	In FY 2022-23, she has attended 1 (One) Board Meeting after her appointment on the Board on January 24, 2023

9	Terms and Conditions of appointment	Ms. Preeti Madan shall be Non- Executive Independent Director of the Company for a term of 5 consecutive years w.e.f. January 24, 2023 and as per details mentioned in the proposed resolution
10	Directorship held in other Companies as on date (Including Listed entities)	SU-SWA Consultants Private Limited
11	Name of the listed entities from which He/She had resigned in the past three years	Not Applicable
12	Membership/Chairmanship of Committees as on date	Nil
13	Relationship with other Directors / Manager / KMP	There is no inter-se relationship between Ms. Preeti Madan and other Directors /Manager/ Key Managerial Personnel of the Company
14	Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Industry knowledge/experience & Technical Expertise, Governance, Leadership, Strategic thinking and decision making - Ms. Preeti Madan is Masters in Economics from Delhi School of Economics. She was Principal Economic Adviser, Department of Industrial Policy & Promotion, where she has dealt with issues relating to industrial policy, including fiscal and investment matters. She was involved in formulation and implementation of policy relating to Infrastructure (DEA); Industrial Promotion (DIPP); and in bilateral and multilateral negotiations in the Financial Services sector.</p> <p>Ms. Madan brings onboard a gender perspective through her diverse experiences in related sectors.</p>

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

**Place: New Delhi
Date: February 10, 2023**

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