

November 20, 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: Press Statement

Dear Sir(s),

Please find herewith enclosed the press statement being issued by and on behalf of the Board of Directors of Religare Enterprises Limited.

This is for your kind information and record.

Thanking you,
For Religare Enterprises Limited

Reena Jayara
Company Secretary

Encl.: as above

Refuting the current media stories

A statement from Religare Board members

“We believe in our actions and reiterate our commitment to good governance and ethics”

We are shocked and disappointed by the accusations against us and our chairperson. The accusations are not only against Dr. Rashmi in isolation but targeted toward the entire Management and the Board that has worked tirelessly and with dedication and commitment to make Religare a debt free organization over five years.

Our story has been one of resurgence under the guidance of the Board of Directors led by Dr Rashmi Saluja, Executive Chairperson. Religare is now at an inflexion point due to the tireless efforts of the last five years. A historic revival and one time settlement of RFL was completed through organic collections and payments of more than Rs 9000 crores made to the country's banking system. As a result of the overall growth of all businesses, the company's market cap has remarkably increased to about a billion dollars from a low of under USD 100 million in March 2018.

Religare has now grown into a leading financial services player and has enhanced value for all its stakeholders, including shareholders, employees and customers while maintaining the highest levels of corporate governance.

The Religare Board denies all allegations raised by certain people with vested interests. The Board and the Management are committed to the highest levels of governance, ethics and integrity. Religare is committed to offering its support to respective authorities for any kind of further clarification on the facts mentioned below.

Clarifying the current allegations raised in the media:

Sale of REL shares by Executive Chairperson

- Dr Rashmi Saluja categorically denies the fact that the representative of the Burman family informed her of the proposed Open Offer during the said meeting on 20th September 2023.
- The said sale of shares by Dr. Rashmi Saluja liquidating her ESOPs was along with 12 other employees of REL.
- This process of liquidation of ESOPs through financing and sale was set in motion several days before the said meeting that happened on 20 September 2023.
- The actual sale of shares that happened on the 21st and 22nd of September 2023 was made at the prevalent market price.
- The share sale proceeds by Dr Rashmi Saluja were utilized to further invest in ESOPs of the Religare Group entity only.



- As per standard corporate practice, exercising listed stock options by employees requires requisite approvals, which span several months before the actual sale. The process involves financing from external lenders as well as approvals for pledging financing or revocation and eventual sale.
- The approvals for financing/ pledge/ revocation and sale were all undertaken before the said meeting on 20th September 2023.

CARE Health Insurance ESOP Grant

While Care Health has an ESOP pool of 12.5% of equity for its employees, another 2.50% pool is meant for employees of the Religare Group in consideration of their contribution to the growth of Care Health.

Dr Rashmi Saluja - as an employee of REL - was granted 2,27,11,327 Options (to purchase shares of CARE) subject to terms and conditions of the scheme from the above-mentioned pool with Exercise Price per Option at Rs.45.32 per share in June 2022.

As per the terms, out of the above, 33.33% (75,69,685) Options would vest upon one year from the date of grant and issuance of minimum primary capital of 250 crore by Care Health is completed.

Further, two years from the date of grant and two years from the vesting commencement date 33.33% (75,69,685) Options would vest. Also, earlier than (i) 5 years from the date of the grant of Options to the REL employee or (ii) the listing of shares of Care, the remaining 33.34% (75,71,957) Options would vest.

The reported remuneration includes the perquisite value of ESOPs exercised only and not of unexercised ESOPs as the gain (if any) accrued only at the time of exercise of ESOPs.

The Care Health Insurance ESOPs were granted to Dr Rashmi Saluja only in her capacity as employee/Executive Director and Chairperson of REL. The ESOPs were not to be granted to her in her capacity as Non-Executive Chairperson of Care Health Insurance Limited. The above issuance of ESOPs to EC has been in full conformity with the guidelines of the Insurance Regulator applicable to insurance companies.

Remuneration Paid to Dr. Rashmi Saluja, Executive Chairperson

- The remuneration of Dr Saluja has been performance-linked and has been approved by the NRC, the Board and the Shareholders of REL.
- Any change in the above needs approval from the shareholders, which has been obtained with an overwhelming majority each time as required.
- Dr Saluja was reappointed as the Executive Chairperson in February 2023, for a second term, for a five-year period, through a resolution by the Board and approval of Shareholders.
- The allegation that the Executive Chairperson draws a remuneration of more than Rs 150 Cr per annum is completely false and erroneous. As per the Annual Report for FY 22-23 of REL, the remuneration for the Executive Chairperson was Rs 8.12 Cr. Even after including the perquisites value of the ESOPs, it reached a figure of Rs 42.06 Cr.



- It is worth mentioning that the EC was instrumental in creating value for all the shareholders as the REL share price, which saw a low Rs 17 in 2020, has witnessed a high of Rs 280 in September 2023. The ESOP perquisite value is also reflective of this significant value creation a part of which was also shared by her as a shareholder/ employee of the Company.

Religare – A Story of Resurgence

Highlights of the revival journey are as under:

Religare Finvest Limited:

- RFL is a remarkable story of revival.
- RFL has completed a One Time Settlement with its lenders and has turned profitable with all prudential ratios well above the prescribed regulatory thresholds.
- The Company is well poised for growth post-removal of the RBI Corrective Action Plan in place since January 2018
- The Company is business-ready with a positive net-worth and adequate capital

CARE Health Insurance:

- India's second-largest standalone health insurance company
- Well funded / capitalized throughout the last five years leading to higher than industry growth
- Best performing SAHI with an omnichannel strategy

Religare Broking Limited:

- Turned around from being a divestment candidate to becoming one of the best RoE businesses within the Group
- Was supported through capital, loans and borrowings

Religare Housing Development Finance Corporation Limited:

- Preserved the business during the OTS of RFL
- Consistently profitable while servicing/ repaying all its debt obligations

Regulatory / Corporate Governance

- No major regulatory fines/ penalties due to the impeccable compliance and governance culture
- Addressed all the past issues to enhance the quality/ value of the businesses

-----X-----

