

**September 27, 2019**

The National Stock Exchange of India Ltd.  
Corporate Communications Department  
"Exchange Plaza", 5<sup>th</sup> 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**

**Sub: Voting Results and Scrutinizer Report of the 35<sup>th</sup> Annual General Meeting of Religare Enterprises Limited**

Dear Sir(s),

This is in continuation to our earlier announcement dated August 30, 2019.

In this regard, please note that 35<sup>th</sup> Annual General Meeting of Religare Enterprises Limited was held on Thursday, September 26, 2019 at 04.00 P.M. (IST) at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003.

In this regard, please find enclosed herewith the Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Report of the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

**Thanking You,  
For Religare Enterprises Limited**



**Reena Bavara**  
**Company Secretary**  
**Encl. a/a**



**RELIGARE ENTERPRISES LIMITED**

Date of the AGM	26-09-2019
Total number of shareholders on record date	50908
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	7945
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt Audited Financial Statements including Consolidated Financial Statements and the Report of Board of Directors and Auditors thereon for the financial year ended March 31, 2019.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-Voting	27,266,754	27,266,604	99.9994	0	27,266,604	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27,266,604</b>	<b>99.9994</b>	<b>0</b>	<b>27,266,604</b>	<b>0.0000</b>	<b>100.0000</b>
Public- Institutions	Remote e-Voting	70,873,448	11,838,467	20.3918	11,838,467	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11,838,467</b>	<b>20.3918</b>	<b>11,838,467</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	Remote e-Voting	143,802,531	77,252,894	49.3248	77,252,693	201	99.9997	0.0002
	Poll		44,945	0.0287	44,936	9	99.9799	0.0200
	<b>Total</b>		<b>77,297,839</b>	<b>49.3535</b>	<b>77,297,629</b>	<b>210</b>	<b>99.9997</b>	<b>0.0003</b>
<b>Total</b>		<b>241,942,733</b>	<b>116,402,910</b>	<b>48.1118</b>	<b>89,136,096</b>	<b>27,266,814</b>	<b>76.5755</b>	<b>23.4245</b>



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Dr. Rashmi Saluja (DIN: 01715298) as Non-Executive Independent Director for a term of 5 consecutive years and to be designated as Non-Executive Independent Chairperson of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-Voting	27,266,754	27,266,604	99.9994	0	27,266,604	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		27,266,604	99.9994	0	27,266,604	0.0000	100.0000
Public- Institutions	Remote e-Voting	70,873,448	11,838,467	20.3918	11,838,467	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		11,838,467	20.3918	11,838,467	0	100.0000	0.0000
Public- Non Institutions	Remote e-Voting	143,802,531	77,252,894	49.3248	77,252,183	711	99.9990	0.0009
	Poll		44,945	0.0287	44,936	9	99.9799	0.0200
	Total		77,297,839	49.3535	77,297,119	720	99.9991	0.0009
Total		241,942,733	116,402,910	48.1118	89,135,586	27,267,324	76.5750	23.4250



Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Siddharth Dinesh Mehta (DIN: 02665407) as Non-Executive Non-Independent Vice- Chairperson of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	Remote Voting	27,266,754	27,266,604	99.9994	0	27,266,604	0.0000	100.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Total		27,266,604	99.9994	0	27,266,604	0.0000	100.0000	
Public- Institutions	Remote Voting	70,873,448	24,656,798	34.7899	24,656,798	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Total		24,656,798	34.7899	24,656,798	0	100.0000	0.0000	
Public- Non Institutions	Remote Voting	143,802,531	77,252,894	53.7215	77,252,183	711	99.9992	0.0007	
	Poll		44,945	0.0313	44,936	9	99.9799	0.0200	
	Total		77,297,839	53.7528	77,297,119	720	99.9991	0.0009	
Total		241,942,733	129,221,241	53.4098	101,953,917	27,267,324	78.8987	21.1013	







**Consolidated Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and Rule 21 of the Companies  
(Management and Administration) Rules, 2014]

To,

The Chairperson

**Religare Enterprises Limited ("the Company")**

CIN: L74899DL1984PLC146935)

2nd Floor, Rajlok Building,

24, Nehru Place, New Delhi- 110019

Dear Sir,

I, Ankush Agarwal, Partner of M/s MAKS & Co., Practicing Company Secretaries firm, having office at 409, 4<sup>th</sup> Floor, Ocean Plaza, P-5, Sector - 18, Noida - 201301, was appointed as Scrutinizer by the Board of Directors of the Company on August 08, 2019 for the purpose of scrutinizing the voting process i.e. remote e-voting and voting through ballot/poll for the 35<sup>th</sup> Annual General Meeting ("AGM") of the Company pursuant to the provisions of Section 108 and Section 109 of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 (as amended up to date) on the resolution(s) mentioned in AGM Notice dated August 08, 2019 for the 35<sup>th</sup> AGM of the Company held on Thursday, September 26, 2019 at 04:00 P.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003.

I submit my report as under:-

1. The remote e-voting period commenced on Monday, September 23, 2019 at 09:00 A.M. (IST) and ended on Wednesday, September 25, 2019 at 05:00 P.M. (IST) via e-voting platform on the designated website of Karvy Fintech Private Limited ("Karvy"), Authorized Agency to provide e-voting facility viz. <https://evoting.karvy.com>. E-voting facility was blocked forthwith thereafter.
2. The shareholders of the Company as on the "cut off" date i.e. Thursday, September 19, 2019 were entitled to avail the facility of remote e-voting as well as voting through poll at the AGM on the proposed resolutions as set out in the AGM notice dated August 08, 2019.

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**MAKS & CO., Company Secretaries**  
(Firm Regn. No.: P2018UP067700)

*Ankush Agarwal*





3. *The total issued and paid up Equity Share Capital of the Company as on Thursday, September 19, 2019 was Rs. 216,94,27,330 /- (Rupees Two Hundred and Sixteen Crores Ninety Four Lakhs Twenty Seven Thousand Three Hundred and Thirty only) divided into 21,69,42,733 (Twenty One Crores Sixty Nine Lakhs Forty Two Thousand Seven Hundred and Thirty Three) equity shares of Rs. 10/- (Rupees Ten Only) each.*

*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 the cut-off date were also entitled to receive the AGM Notice as they are entitled to vote on the resolutions mentioned in the AGM Notice in proportion to the Preference Shares held by them. Hence, the total voting capital of the Company for determining the voting rights of the members as on the cut-off date will 24,1942,733 Shares (i.e. including 21,69,42,733 equity shares and 2,50,00,000 preference shares).*

4. Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereof on the resolutions contained in the Notice of 35<sup>th</sup> AGM. Our responsibilities as scrutinizers is restricted to make a consolidated scrutinizer's report of the voting done for the resolutions stated in the AGM Notice.
5. The Chairperson ordered for poll at AGM as per Rule 20 read with Rule 21 of Companies (Management and Administration) Rules, 2014, as amended up to date.
6. One ballot box was kept for polling and the ballot box was locked in my presence.
7. After completion of Poll at the AGM, the ballot box was opened in my presence and Ballot/Poll Papers were diligently scrutinized. Thereafter, Ballot/Poll Papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and poll at the AGM.
8. The Ballot/Poll Papers, which were incomplete and/or which were otherwise found defective or where signature of any shareholder did not match with the records maintained by Registrar & Transfer Agent of the Company ('Karvy') have been treated as invalid and were kept separately.



*Amith Aggarwal*





9. For the purpose of this report, total voting capital / shareholding as on "cut-off" date i.e. Thursday, September 19, 2019 was considered. The shareholders' who have voted for higher number of shares as compared to their entitlement, the number of shares as on cut-off date have been considered and the shareholder(s) who have voted for lesser number of shares as compared to their entitlement, the number of shares for which the shareholder casted their votes have been considered.
10. After completion of poll at the AGM, the votes cast through remote e-voting were unblocked in the presence of two witnesses Mr. Parshant Chohan and Ms. Heena Keswani who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

**Parshant Chohan**

**Heena Keswani**

11. The details of shareholders who participated through e-voting were also entered in the register.
12. The consolidated summary of results of poll at the AGM and remote e-voting are as under:

**Resolution No. 1:-**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the report of the Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage (%)
	Poll	e-Votes	Total	
Assent	44,936	8,90,91,160	8,91,36,096	76.58
Dissent	9	2,72,66,805	2,72,66,814	23.42
<b>Total</b>	<b>44,945</b>	<b>11,63,57,965</b>	<b>11,64,02,910</b>	<b>100</b>





Therefore, the Resolution No. 1 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure- A.**

**Resolution No. 2:-**

To approve appointment of Dr. Rashmi Saluja (DIN: 01715298) as Non-Executive Independent Director of the Company for a term of 5 consecutive years to be designated as Non-Executive Independent Chairperson of the Company.

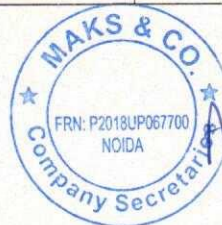
Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage (%)
	Poll	e-Votes	Total	
Assent	44,936	8,90,90,650	8,91,35,586	76.58
Dissent	9	2,72,67,315	2,72,67,324	23.42
<b>Total</b>	<b>44,945</b>	<b>11,63,57,965</b>	<b>11,64,02,910</b>	<b>100</b>

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure- B.**

**Resolution No. 3:-**

To approve appointment of Mr. Siddharth Dinesh Mehta (DIN: 02665407) as Non-Executive Non-Independent Vice-Chairperson of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage (%)
	Poll	e-Votes	Total	
Assent	44,936	10,19,08,981	10,19,53,917	78.90
Dissent	9	2,72,67,315	2,72,67,324	21.10
<b>Total</b>	<b>44,945</b>	<b>12,91,76,296</b>	<b>12,92,21,241</b>	<b>100</b>





Therefore, the Resolution No. 3 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure- C.**

13. The register, Ballot Papers and all other related papers shall remain in my safe custody until the Chairperson considers, approves and signs the minutes and thereafter, I shall hand over the register, Ballot Papers and all other related papers to the Company Secretary.

Thanking you.

For MAKS & CO.

Practicing Company Secretaries

[FRN P2018UP067700]



(Ankush Agarwal)

Scrutinizer

CP No.: 14486

Date: September 27,2019

Place: Noida



Countersigned by



(Reena Jayara)

Authorized Signatory

Date: September 27, 2019

Place: Noida



**Annexure - A**

Details of poll at AGM & remote e-voting for Resolution No.-1 are as under:

**A1: VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Shares*	Paid-up value of the Shares*
			(In Rs.)
a) Total Votes Cast	63	49,945	4,99,450
b) Less: Invalid Votes	1	5,000	50,000
c) Net Valid votes	62	44,945	4,49,450
d) Votes with Assent	60	44,936	4,49,360
e) Votes with Dissent	2	9	90

\* Includes Equity Shares and Preference Shares having voting rights (refer point no. 3 of the Report)

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Shares*	Paid-up value of the Shares*
			(In Rs.)
a) Total Votes Cast	49**	11,63,57,965	1,16,35,79,650
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	49**	11,63,57,965	1,16,35,79,650
d) Votes with Assent	44	8,90,91,160	89,09,11,600
e) Votes with Dissent	5	2,72,66,805	27,26,68,050

\* Includes Equity Shares and Preference Shares having voting rights (refer point no. 3 of the Report)

\*\* There were 2 (Two) members holding 3,04,56,910 (Three Crore Four Lakh Fifty Six Thousand Nine Hundred Ten) shares who abstained himself from remote e-voting on the resolution.

\*\* There were 2 (Two) members who voted partially in favour of the resolution during remote e-voting and not voted for 90,064 (Ninety Thousand Sixty Four) Shares held by them.







**Annexure - B**

Details of poll at AGM & remote e-voting for Resolution No.-2 are as under:

**B1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Shares*	Paid-up value of the Shares*
			(In Rs.)
a) Total Votes Cast	63	49,945	4,99,450
b) Less: Invalid Votes	1	5,000	50,000
c) Net Valid votes	62	44,945	4,49,450
d) Votes with Assent	60	44,936	4,49,360
e) Votes with Dissent	2	9	90

\* Includes Equity Shares and Preference Shares having voting rights (refer point no. 3 of the Report)

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Shares*	Paid-up value of the Shares*
			(In Rs.)
a) Total Votes Cast	49**	11,63,57,965	1,16,35,79,650
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	49**	11,63,57,965	1,16,35,79,650
d) Votes with Assent	41	8,90,90,650	89,09,06,500
e) Votes with Dissent	8	2,72,67,315	27,26,73,150

\* Includes Equity Shares and Preference Shares having voting rights (refer point no. 3 of the Report)

\*\* There were 2 (Two) members holding 3,04,56,910 (Three Crore Four Lakh Fifty Six Thousand Nine Hundred Ten) shares who abstained himself from remote e-voting on the resolution.

\*\* There were 2 (Two) members who voted partially in favour of the resolution during remote e-voting and not voted for 90,064 (Ninety Thousand Sixty Four) Shares held by them.



*Mulligan*





**Annexure - C**

Details of poll at AGM & remote e-voting for Resolution No.-3 are as under:

**C1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Shares*	Paid-up value of the Shares*
			(In Rs.)
a) Total Votes Cast	63	49,945	4,99,450
b) Less: Invalid Votes	1	5,000	50,000
c) Net Valid votes	62	44,945	4,49,450
d) Votes with Assent	60	44,936	4,49,360
e) Votes with Dissent	2	9	90

\* Includes Equity Shares and Preference Shares having voting rights (refer point no. 3 of the Report)

**C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Shares*	Paid-up value of the Shares*
			(In Rs.)
a) Total Votes Cast	50**	12,91,76,296	1,29,17,62,960
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	50**	12,91,76,296	1,29,17,62,960
d) Votes with Assent	42	10,19,08,981	1,01,90,89,810
e) Votes with Dissent	8	2,72,67,315	27,26,73,150

\* Includes Equity Shares and Preference Shares having voting rights (refer point no. 3 of the Report)

\*\* There was 1 (One) members holding 1,76,38,579 (One Crore Seventy Six Lakh Thirty Eight Thousand Five Hundred Seventy Nine) shares who abstained himself from remote e-voting on the resolution.

\*\* There were 2 (Two) members who voted partially in favour of the resolution during remote e-voting and not voted for 90,064 (Ninety Thousand Sixty Four) Shares held by them.



*Amey Jaiswal*