

May 29, 2020

The National Stock Exchange of India Ltd  
Corporate Communications Department  
"Exchange Plaza", 5th Floor,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai - 400051

BSE Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001

Scrip Symbol: RELIGARE

Scrip Code: 532915

Subject: Results of Postal Ballot initiated vide Postal Ballot Notice dated April 23, 2020-  
Religare Enterprises Limited (REL/the Company)

Dear Sir(s),

In continuation of our earlier announcements dated April 23, 2020 and April 28, 2020 in the matter, we would like to inform you that approval of shareholders of the Company was sought for the following resolution(s) by passing Special Resolution through Postal Ballot Notice dated April 23, 2020:

- Approval on appointment of Dr. Rashmi Saluja (DIN: 01715298) as Executive Chairperson of the Company; and
- Approval on grant of Options under Religare Enterprises Limited Employee Stock Option Plan 2019 ("REL ESOP 2019 / Scheme") to the employee(s) equivalent to or exceeding 1% of the current issued share capital of the Company


Post receipt of the Scrutinizer Report, we wish to inform that the above two Special Resolutions have been passed with requisite majority.

The details of voting results in the prescribed format, pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 along with Scrutinizer Report are attached herewith for your kind information.

This is for your information and record.

Thanking You,

Yours faithfully,  
For Religare Enterprises Limited

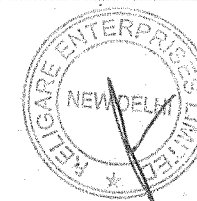
  
Reena Jayara  
Company Secretary



Encl.: As above

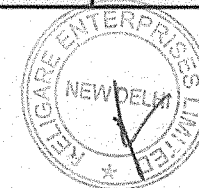
Company Name		Religare Enterprises Limited						
Date of the Postal Ballot		Postal Ballot Notice Dated : Thursday, April 23, 2020 Voting Start Date : Wednesday, April 29, 2020 (9.00 A.M. IST); and Voting end Date : Thursday, May 28, 2020 (5.00 P.M. IST)						
Total number of shareholders on record date		50111*						
No. of shareholders present in the meeting either in								
Promoters and Promoter Group:		N.A						
Public:		N.A						
No. of Shareholders attended the meeting through								
Promoters and Promoter Group:		N.A						
Public:		N.A						
Resolution required: (Ordinary/ Special)		Special - Approval on appointment of Dr. Rashmi Saluja (DIN: 01715298) as Executive 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	E-Voting	2,72,66,754	2,72,66,754	100.00	-	2,72,66,754	0.00	100.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	(if applicable)							
Public- Institutions	E-Voting	6,10,92,288	3,06,54,865	50.18	3,06,54,865	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	(if applicable)							
Public- Non Institutions	E-Voting	19,47,69,110	11,82,98,011	60.74	11,76,88,710	6,09,301	99.48	0.52
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	(if applicable)							
Total		28,31,28,152	17,62,19,630	62.24	14,83,43,575	2,78,76,055	84.18	15.82

\* Including one shareholder holding 0.01% 2,50,00,000 Non-cumulative Non-convertible Redeemable Preference Shares having voting rights for the proposed resolution.



Company Name	Religare Enterprises Limited							
Date of the Postal Ballot	Postal Ballot Notice Dated : Thursday, April 23, 2020 Voting Start Date : Wednesday, April 29, 2020 (9.00 A.M. IST); and Voting end Date : Thursday, May 28, 2020 (5.00 P.M. IST)							
Total number of shareholders on record date	50111*							
No. of shareholders present in the meeting either in person or								
Promoters and Promoter Group:	N.A							
Public:	N.A							
No. of Shareholders attended the meeting through Video								
Promoters and Promoter Group:	N.A							
Public:	N.A							
Resolution required: (Ordinary/ Special)	Special -Approval on Grant of Options under Religare Enterprises Limited Employee Stock Option Plan 2019 ("REL ESOP 2019 / Scheme") to the employee(s) equivalent to or exceeding 1% of the current issued share capital 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	E-Voting	2,72,66,754	2,72,66,754	100.00	-	2,72,66,754	0.00	100.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
Public- Institutions	E-Voting	6,10,92,288	3,06,54,865	50.18	3,06,54,865	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
Public- Non Institutions	E-Voting	19,47,69,110	11,82,98,011	60.74	11,75,83,121	7,14,890	99.40	0.60
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00
	Total	28,31,28,152	17,62,19,630	62.24	14,82,37,986	2,79,81,644	84.12	15.88

\* Including one shareholder holding 0.01% 2,50,00,000 Non-cumulative Non-convertible Redeemable Preference Shares having voting rights for the proposed resolution.





**MAKS & CO.**

Company Secretaries  
FRN: P2018UP067700

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Date: May 29, 2020

**SCRUTINIZER'S REPORT**

To,

The Chairperson/Board of Directors  
**Religare Enterprises Limited**  
(CIN: L74899DL1984PLC146935)  
1st Floor, P-14, 45/90,  
P- Block, Connaught Place,  
New Delhi -110001

**Subject: Scrutinizer's Report on Postal Ballot Process conducted pursuant to the provisions of section(s) 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and in terms of General Circular No.14/2020 dated 8th April 2020 and General Circular No. 17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars")**

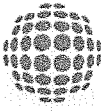
Dear Sir/Madam,

Pursuant to the resolution passed by the Board of Directors of Religare Enterprises Limited ("**the Company**") on April 23, 2020, I, Ankush Agarwal, Partner, MAKS & Co., Company Secretaries [FRN P2018UP067700], was appointed as Scrutinizer to receive, process and scrutinize the Postal Ballot process including voting only through electronic means in view of the extraordinary circumstances due to COVID-29 pandemic requiring social distancing, in a fair and transparent manner pursuant to provisions of Section(s) 110 & 108 of the Companies Act, 2013 (hereinafter referred to as '**Act**') read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and amendments made thereto including the MCA Circulars, w.r.t. the below mentioned Special Resolutions to be passed by the members of the Company only through remote e-Voting facility provided by KFin Technologies Private Limited ("**KFintech**"), Authorized Agency to provide e-voting facility.



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S. No.	Type of Resolution	Particulars
1	Special Resolution	Approval on appointment of Dr. Rashmi Saluja (DIN: 01715298) as Executive Chairperson of the Company
2	Special Resolution	Approval on Grant of Options under Religare Enterprises Limited Employee Stock Option Plan 2019 (" <b>REL ESOP 2019 / Scheme</b> ") to the employee(s) equivalent to or exceeding 1% of the current issued share capital of the Company

1. In connection with the above referred matters, I submit my report as under:
  - 1.1 In wake of the extra-ordinary circumstances due to COVID-19 Pandemic and nationwide lock down in the Country declared by Government of India since March 24, 2020, the Company had decided to conduct the Postal Ballot in accordance with provisions of MCA Circulars. Accordingly, in compliance with the requirements of the MCA Circulars, the physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the shareholders for this Postal Ballot and shareholders were required to communicate their assent or dissent through the remote e-voting system only.
  - 1.2 The Company had completed the dispatch of Postal Ballot Notice by email to all its shareholders on Tuesday, April 28, 2020 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, April 24, 2020 (hereinafter called as "**Cut-off Date**") and who have registered their email addresses with the Company or Depository / Depository Participants.
  - 1.3 The Company had published pre-dispatch (requesting shareholders to register their email addresses) and post-dispatch (regarding completion of dispatch of Postal Ballot notice) advertisements in English Daily "The Financial Express" and in Hindi Daily "Jansatta" on Friday, April 24, 2020, and Wednesday, April 29, 2020 respectively.



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- 1.4 The e-voting period commenced on Wednesday, April 29, 2020 (9.00 A.M. IST) and ended on Thursday, May 28, 2020 (5.00 P.M. IST) via e-voting Platform on the designated website of KFinTech, Authorized Agency to provide E-voting facility, viz. <https://evoting.karvy.com>. E-Voting facility was blocked forthwith thereafter.
- 1.5 The E-votes were opened on Thursday, May 28, 2020 after 5:00 pm in my presence and in the presence of two witnesses, Mrs. Mansi Arora, R/o 358, Wisteria Tower, Gaur Saundaryam, Sector Techzone-4, Greater Noida (West), Gautam Budh Nagar, U.P. – 301306 and Mr. Shailesh Kumar Singh, N4-803 Eros Sampoonam, Sector - 2, Greater Noida (West), Gautam Budh Nagar, U.P. – 301306, both not in the employment of the Company and have signed below in confirmation of votes being unblocked in their presence.

Mansi Arora

Shailesh Kumar Singh

- 1.6 E-votes cast up to the close of working hour (i.e. 5:00 pm) on Thursday, May 28, 2020 (5.00 P.M. IST) being the last date and time fixed by the Company for the receipt of the e-votes were considered for my scrutiny i.e. E-voting was not allowed after 5.00 p.m. on Thursday, May 28, 2020.
- 1.7 The total voting capital of the Company for determining the voting rights as on Friday, April 24, 2020 ("Cut-Off Date") was Rs. 2,831,281,520/- (Rupees Two Hundred and Eighty Three Crore Twelve Lakhs Eighty One Thousand Five Hundred and Twenty) consisting of 258,128,152 (Twenty Five Crore Eighty One Lakhs Twenty Eight Thousand One Hundred Fifty Two) Equity Shares of Rs. 10/- (Rupees Ten only) each and 2,50,00,000 (Two Crore Fifty Lakhs) 0.01% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each.

**Note:** 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 of face value of Rs. 10/- (Rupees Ten) each, the shareholders holding aforesaid Preference Shares of the Company as on Cut-off Date were also entitled to vote on the resolutions mentioned in the Postal Ballot Notice in proportion to the Preference Shares held by them



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- 1.8 The registers and all other related documents shall remain in my safe custody until the Chairperson considers, approves and signs the minutes and thereafter, I will hand over these documents to the Company.
2. In accordance with the basis of acceptance and rejection and on proper scrutiny of all the postal ballot votes by e-voting, I report the results of Postal Ballot through E-voting only as under:

**Details of Total Voting (Through Remote E-voting only)**

**RESOLUTION NO. 1:**

**APPROVAL ON APPOINTMENT OF DR. RASHMI SALUJA (DIN: 01715298) AS EXECUTIVE CHAIRPERSON OF THE COMPANY**

Special Resolution				
Particulars	Number of Valid Votes			Percentage of total net valid votes casted
	Postal-Ballot	e-Votes	Total	
Assent	NA	14,83,43,575	14,83,43,575	84.18
Dissent	NA	2,78,76,055	2,78,76,055	15.82
<b>Total</b>	NA	<b>17,62,19,630</b>	<b>17,62,19,630</b>	<b>100.00</b>

**Note:** 1 (One) Shareholders holding 5 (Five) Shares abstained from remote E-voting on the Resolution

Therefore, the Resolution No. 1 has been approved with requisite majority. The detailed break up of voting through e-voting in respect of the Resolution No. 1 is attached to this report & marked as **Annexure A.**

**RESOLUTION NO. 2:**

**APPROVAL ON GRANT OF OPTIONS UNDER RELIGARE ENTERPRISES LIMITED EMPLOYEE STOCK OPTION PLAN 2019 ("REL ESOP 2019 / SCHEME") TO THE EMPLOYEE(S) EQUIVALENT TO OR EXCEEDING 1% OF THE CURRENT ISSUED SHARE CAPITAL OF THE COMPANY**



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Special Resolution				
Particulars	Number of Valid Votes			Percentage of total net valid votes casted
	Postal-Ballot	e-Votes	Total	
Assent	NA	14,82,37,986	14,82,37,986	84.12
Dissent	NA	2,79,81,644	2,79,81,644	15.88
<b>Total</b>	NA	<b>17,62,19,630</b>	<b>17,62,19,630</b>	<b>100.00</b>

**Note:** 1 (One) Shareholders holding 5 (Five) Shares abstained from remote E-voting on the Resolution

Therefore, the Resolution No. 2 has been approved with requisite majority. The detailed break up of voting through e-voting in respect of the Resolution No. 2 is attached to this report & marked as **Annexure B**.

Having regards to the aforesaid scrutiny, I hereby report that:

- (i) The above Resolutions No. 1 and 2 proposed by the Company through Postal Ballot are passed by the Shareholders as Special Resolutions under the Companies Act, 2013; and
  - (ii) I confirm that the complete Postal Ballot e-voting process has been conducted in a fair and transparent manner.
3. You may accordingly declare the results of the voting on Postal Ballot done through e-voting.

For **MAKS & Co.,**  
**Company Secretaries**  
[FRN P2018UP067700]

**Ankush Agarwal**  
**Membership No:** F9719  
**Certificate of Practice No:** 14486  
**UDIN:** F009719B000298854

**Date:** May 29, 2020  
**Place:** Noida



**Countersigned by**

**Authorized Signatory**



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**Annexure - A**

A detailed summary of the postal ballot result is given herein below:

<b>VOTING THROUGH E-VOTING:</b>				
<b>Particulars</b>	<b>No of share Holders</b>	<b>No. of the Shares</b>	<b>Paid-up value of the Shares (In Rs.)</b>	<b>% of Total Paid-up Capital (Approx.)</b>
(a) Total votes received	117	17,62,19,635	176,21,96,350	62.24
(b) Less: Abstained	1	5	50	Negligible
(c) Net Valid Votes	116	17,62,19,630	176,21,96,300	62.24
(d) Votes with Assent	93	14,83,43,575	148,34,35,750	52.39
(e) Votes with dissent	26	2,78,76,055	27,87,60,550	9.85



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**Annexure – B**

A detailed summary of the postal ballot result is given herein below:

<b>VOTING THROUGH E-VOTING:</b>				
Particulars	No of share Holders	No. of the Shares	Paid-up value of the Shares (In Rs.)	% of Total Paid-up Capital (Approx.)
(a) Total votes received	117	17,62,19,635	176,21,96,350	62.24
(b) Less: Abstained	1	5	50	Negligible
(c) Net Valid Votes	116	17,62,19,630	176,21,96,300	62.24
(d) Votes with Assent	88	14,82,37,986	148,23,79,860	52.36
(e) Votes with dissent	28	2,79,81,644	27,98,16,440	9.88



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