

**May 29, 2023**

**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**

**Subject: Postal Ballot Notice**

Dear Sir(s),

This is in continuation to our earlier announcements dated May 11<sup>th</sup> & 15<sup>th</sup>, 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 May 11, 2023 for obtaining approval of the shareholders through **Special Resolution** by way of remote e-voting facility only on the following matter:

- Appointment of Mr. Malay Kumar Sinha (DIN: 08140223) as a Director and re-appointment as Non-Executive Independent Director of the Company for a second 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, 19<sup>th</sup> May, 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](http://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: Tuesday, May 30, 2023 (9:00 A.M. IST)  
End of e-voting: Wednesday, June 28, 2023 (5:00 P.M. IST)

The results of the Postal Ballot will be announced on or before Friday, 30<sup>th</sup> June 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](http://www.religare.com); **Email:** [Investorservices@religare.com](mailto: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 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	: Tuesday, May 30, 2023 (9:00 A.M. IST)
End of e-voting	: Wednesday, June 28, 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, May 19, 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. Appointment of Mr. Malay Kumar Sinha (DIN: 08140223) as a Director and re-appointment as Non-Executive Independent Director of the Company for a second 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** Mr. Malay Kumar Sinha (DIN: 08140223), an existing Independent Director of the Company, who holds office up to May 27, 2023; who was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from May 28, 2023 by the Board of Directors based on the approval and recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company; who is eligible for appointment; and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director on the Board of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the re-appointment of Mr. Malay Kumar Sinha (DIN: 08140223), who meets the criteria for independence as provided in Section 149 (6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as a Non-Executive Independent Director of the Company for the second term of five consecutive years i.e. from May 28, 2023 to May 27, 2028 and would not be liable to retire by rotation, be and is hereby approved.

**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: May 11, 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, May 19, 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](http://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 MAKES & 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. Wednesday, June 28, 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](http://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 Friday, June 30, 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	:	Tuesday, May 30, 2023 (9:00 A.M. IST)
End of e-voting	:	Wednesday, June 28, 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](http://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 Ms. Rajitha C - 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](mailto: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, May 19, 2023 The total voting capital of the Company for determining the voting rights of members as on Cut-off Date will be 348,588,213 Shares (i.e. including 323,588,213 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. Hence holders of said Preference Shares will not be entitled to vote on the said 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. 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 March 16, 2023 has also provided for mandatory furnishing of PAN, KYC details, nomination, contact details, Bank A/c details and specimen signature for their corresponding folio numbers by the holders of physical securities. The folios wherein any one of the above cited documents/details are not available on or after October 01, 2023 shall be frozen by the RTA. The security holders whose folio(s) have been frozen shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the aforesaid complete documents /details. The payment including dividend, interest or redemption payment in respect of such frozen folios shall be made only through electronic mode with effect from April 01, 2024. The payment shall be made electronically only upon complying with the aforesaid requirements of submission of PAN and other

KYC details. Frozen folios shall be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

Accordingly, such shareholders are requested to submit the aforesaid 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:**

<b>National Securities Depository Limited (NSDL)</b>	<b>Central Depository Services (India) Limited CDSL</b>
<p><b>1. User already registered for IDeAS facility: **</b></p> <p>I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the "Beneficial Owner" icon under 'IDeAS' section.</p> <p>III. On the new page, enter existing User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>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> <p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> (Select "Register Online for IDeAS") or <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>II. Proceed with completing the required fields.</p> <p>** (Post registration is completed, follow the process as stated in point no.1 above)</p>	<p><b>1. Existing user who have opted for Easi / Easiest **</b></p> <p>I. URL: <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-Voting page without any further authentication.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a> or <a href="https://web.cdslindia.com/myeasinew/Registration/EasiestRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiestRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>** (Post registration is completed, follow the process as stated in point no.1 above)</p>

<p><b>3. First time users can visit the e-Voting website directly and follow the process below:</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>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.</li> </ol>	<p><b>3. First time users can visit the e-Voting website directly and follow the process below:</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide Demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</li> <li>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.</li> </ol>
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**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](mailto:scrutinizer.maks@gmail.com) with a copy marked to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) and [evoting@kfintech.com](mailto: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 Participant(s):**

1. Members, who have not registered /updated their email addresses are requested to register / update the same in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Member may send an e-mail request at the email id [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) along with scanned copy of Form ISR-1 and self-attested copy of PAN Card & Aadhar Card etc. Further, also send the original copy to KFintech on above said address.





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, May 19, 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 MAY 11, 2023 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE ACT**

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

**Item No. 1**

Mr. Malay Kumar Sinha was appointed as a Non-Executive Independent Director of the Company, for a period of 5 (five) consecutive years, w.e.f. May 28, 2018 to May 27, 2023, in terms of the provisions of Section 149 of the Act and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Accordingly, the first term of five consecutive years of Mr. Malay Kumar Sinha, as a Non-Executive Independent Director of the Company, is due to expire on May 27, 2023.

Considering the valuable guidance and support provided by him to the Board and the management for smoothly navigating various challenges during the difficult / transition phase since joining the Board in 2018, based on the demonstrated skills, competence and expertise in understanding of business and his performance evaluation, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the re-appointment of Mr. Malay Kumar Sinha as Non-Executive Independent Director for another term of 5 years would be beneficial to the Company.

Accordingly, the Board of Directors, at their meeting held on May 11, 2023, approved the appointment of Mr. Malay Kumar Sinha as an Additional Director w.e.f. May 28, 2023, and recommended his re-appointment as a Non-Executive Independent Director for a second term of 5 (Five) consecutive years from May 28, 2023 up to May 27, 2028, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

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

The Company has received all the requisite disclosures from Mr. Malay Kumar Sinha with respect to his appointment as Non- Executive Independent Director. Further, in opinion of the Board, Mr. Malay Kumar Sinha fulfills the conditions specified in the Act read with SEBI Listing Regulations relating to the appointment as Independent Director and is independent of management. He possesses the requisite skills, expertise and competencies identified by the Board for effective functioning of the Company.

Details of his 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, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he 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 himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

Accordingly, approval of shareholders is sought by way of a Special Resolution to re-appoint Mr. Malay Kumar Sinha as a Non- Executive Independent Director on the Board of the Company for a term of five consecutive years w.e.f. May 28, 2023.

The terms and conditions of re-appointment of Mr. Malay Kumar Sinha are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of e-voting.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Malay Kumar Sinha 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 Mr. Malay Kumar Sinha is as follows**

Mr. Malay Kumar Sinha has done his B.A. (Hons) and M.A. from Delhi University in Humanities and M. Phil from Madras University in Strategic Studies.

He started his career as an Executive in TISCO, Jamshedpur and in 1981 joined the Indian Police Service. After serving in UP Police and IB, MHA, in different capacities, both in India and abroad, he worked as Joint Secretary in the Ministry of External Affairs and finally as Secretary Security, Cabinet Secretariat, Rashtrapati Bhawan, from where he superannuated in September 2016.

He is an alumnus of FBI National Academy, Quantico, Virginia, USA and National Defence College, New Delhi. As Joint Secretary in the MEA he had led the evacuation of Indians in Bengazi area from the sea during the war in Libya in 2011. He has been a keen sportsperson and was Secretary of All India Police Sports Control Board for several years. He is a recipient of Police Medal for Meritorious Service and President’s Police Medal for Distinguished Service.

**Additional Information for seeking appointment:**

S. No.	Particulars	Details
1	Name of Director seeking appointment	Mr. Malay Kumar Sinha
2	DIN	08140223
3	Date of Birth/ Age	September 15, 1956 / 66 Years
4	Date of First Appointment on the Board	May 28, 2018
5	Qualifications, Experience and expertise in specific functional area	As per brief profile mentioned herein above
6	Remuneration last drawn, if any	During FY 2022-23, he has drawn the sitting fees of Rs. 20.80 Lakhs for attending the Board and Committee meetings of the Company.
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	During FY 2022-23, he has attended 7 (Seven) board meetings
9	Terms and Conditions of appointment	Mr. Malay Kumar Sinha shall be Non- Executive Independent Director of the Company for a second term of 5 consecutive years w.e.f. May 28, 2023, not liable to

		retire by rotation and as per other details mentioned in the proposed resolution.
10	Directorship held in other Companies as on date (Including Listed entities)	Religare Finvest Limited Religare Housing Development Finance Corporation Limited Care Health Insurance Limited Religare Broking Limited Religare Commodities Limited Delhi Gymkhana Club 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	Given below as <b>Annexure - A</b> .
13	Relationship with other Directors / Manager / KMP	There is no inter-se relationship between Mr. Malay Kumar Sinha 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	Industry knowledge/experience & Technical Expertise, Governance, Leadership, Strategic thinking and decision making – Mr. Malay Kumar Sinha has demonstrated relevant skills, competence and expertise in understanding of the business. He joined the Board when the Company was facing difficult time and the management was in transition phase and since then he has been providing his valuable guidance and support to the Board and the management for smoothly navigating various challenges.

Details of Membership/Chairmanship of Committees as on date - **Annexure - A**

S. No	Name of Company	Name of Committee	Designation (Chairperson/Member)
1	Religare Enterprises Limited	Nomination & Remuneration Committee	Chairperson
		Stakeholder Relationship Committee	Chairperson
		Group Risk Management Committee	Chairperson
		Audit and Governance Committee	Member
		Investment, Borrowing and Share Allotment Committee	Member
		Corporate Social Responsibility Committee	Member
		RPT Sub Committee	Member
		Asset Liability Committee	Member
		IT Strategy Committee	Chairperson
2	Religare Housing Development Finance Corporation Limited	IT Strategy Committee	Chairperson
		Audit Committee	Member
		Nomination and Remuneration Committee	Chairperson
		Loan/Investment and Borrowing Committee	Member

		Review Committee -For review of Wilful Defaulters	Member
		Risk Management Committee	Member
		Corporate Social Responsibility Committee	Member
3	Religare Finvest Limited	IT Strategy Committee	Member
		Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Loan/Investment and Borrowing Committee	Member
		Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
		Share Allotment Committee	Member
		Review Committee for the identification of non-cooperative borrowers	Member
4.	Care Health Insurance Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Chairperson
		Risk Management Committee	Member
		Investment Committee	Member
		Policyholders Protection Committee	Member
		Allotment Committee	Member
		Corporate Social Responsibility Committee	Member
		Initial Public Offering Committee	Member
		Stakeholder's Relationship Committee	Member
5.	Religare Broking Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member

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

**Place: New Delhi  
Date: May 11, 2023**

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