

**September 28, 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**

**Sub: Voting Results and Scrutinizer Report of the 39<sup>th</sup> Annual General Meeting of  
Religare Enterprises Limited (“the Company”)**

Dear Sir(s),

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 Consolidated Report of the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the voting of 39<sup>th</sup> Annual General Meeting of Religare Enterprises Limited which was held on Wednesday, September 27, 2023 at 11.30 A.M. (IST) through video conferencing/other audio visual means.

This is for your information and records.

**Thanking You,**

**For Religare Enterprises Limited**

**Reena Jayara**  
**Company Secretary**

**Encl. a/a**

**Religare Enterprises Limited**

CIN: L74899DL1984PLC146935

**Regd. Office:** 1407, 14<sup>th</sup> Floor, Chiranjiv Tower, 43, Nehru Place, New Delhi – 110019

**Corporate Office:** Plot No. A – 3, 4 & 5, Club 125, Tower B, Sector – 125, Noida – 201301, U.P.

[www.religare.com](http://www.religare.com) / [investorservices@religare.com](mailto:investorservices@religare.com)

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	RELIGARE ENTERPRISES LIMITED
Date of the AGM/EGM	27-09-2023
Total number of shareholders on record date	67169
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	150

Resolution No.	1										
Resolution required: (Ordinary/ Special)	<p><b>ORDINARY</b> - To receive, consider and adopt:</p> <p>a. the Audited Financial Statements of the Company for the financial year ended March 31, 2023, including Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon; and</p> <p>b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, including Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Report of the Auditors thereon.</p>										
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		0	0.0000	0	0	0.0000	0.0000	0.0000	0	0
Public- Institutions	E-Voting	6,42,17,291	1,53,44,989	23.8954	1,53,44,989	0	100.0000	0.0000	0	1,32,19,753	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,53,44,989	23.8954	1,53,44,989	0	100.0000	0.0000	0.0000	0	1,32,19,753
Public- Non Institutions	E-Voting	26,41,73,972	17,86,11,303	67.6112	17,77,85,417	8,25,886	99.5376	0.4624	0	0	
	Poll		981	0.0004	981	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		17,86,12,284	67.6116	17,77,86,398	8,25,886	99.5376	0.4624	0	0	
<b>Total</b>		<b>32,83,91,263</b>	<b>19,39,57,273</b>	<b>59.0629</b>	<b>19,31,31,387</b>	<b>8,25,886</b>	<b>99.5742</b>	<b>0.4258</b>	<b>0</b>	<b>1,32,19,753</b>	



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To re-appoint Dr. Rashmi Saluja (DIN: 01715298), who retires by rotation and being eligible, offers herself for re-appointment									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	6,42,17,291	1,57,46,411	24.5205	1,41,68,085	15,78,326	89.9766	10.0234	0	1,28,18,331
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>1,57,46,411</b>	<b>24.5205</b>	<b>1,41,68,085</b>	<b>15,78,326</b>	<b>89.9766</b>	<b>10.0234</b>	<b>0</b>	<b>1,28,18,331</b>
Public- Non Institutions	E-Voting	26,41,73,972	17,86,11,303	67.6112	17,74,14,387	11,96,916	99.3299	0.6701	0	0
	Poll		981	0.0004	981	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>17,86,12,284</b>	<b>67.6116</b>	<b>17,74,15,368</b>	<b>11,96,916</b>	<b>99.3299</b>	<b>0.6701</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>32,83,91,263</b>	<b>19,43,58,695</b>	<b>59.1851</b>	<b>19,15,83,453</b>	<b>27,75,242</b>	<b>98.5721</b>	<b>1.4279</b>	<b>0</b>	<b>1,28,18,331</b>





**MAKS & CO.**

Company Secretaries

FRN: P2018UP067700

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Date: September 28, 2023

**CONSOLIDATED SCRUTINIZER'S REPORT**

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

To,  
The Chairperson  
**Religare Enterprise Limited**  
1407, 14th Floor, Chiranjiv Tower,  
43, Nehru Place, New Delhi – 110019  
[CIN: L74899DL1984PLC146935]

Dear Madam,

**Sub: Consolidated Scrutinizer's Report on Remote e-Voting and e-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 39<sup>th</sup> Annual General Meeting of Religare Enterprises Limited, for the Financial Year 2022-23, held on Wednesday, September 27, 2023 at 11:30 A.M. (IST) through Video Conferencing/ Other Audio Visual Means**

I, Ankush Agarwal, Partner (Membership No. F9719 & COP. No. 14486) of M/s. MAKS & CO., Practicing Company Secretaries (FRN : P2018UP067700), had been appointed as the Scrutinizer by the Board of Directors pursuant to Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (“The Rules”), as amended, to conduct the Remote e-Voting and e-Voting process in a fair and transparent manner in respect of the below mentioned resolutions proposed at the 39<sup>th</sup> Annual General Meeting (“AGM”) of Religare Enterprises Limited (“the Company”), held on Wednesday, September 27, 2023 at 11:30 A.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The Management of the Company is responsible to ensure the compliances of the Act and the Rules thereof on the resolutions contained in the Notice of the AGM. My responsibilities as scrutinizer is restricted to make a scrutinizer’s report of the votes cast ‘For’ or ‘Against’ the resolutions stated in the Notice.

**Report on scrutiny:**

1. The AGM Notice was circulated by the Company to the shareholders whose email addresses are registered with the Company/Depositories for convening of AGM of the Company on Wednesday, September 27, 2023 at 11.30 A.M. (IST) through VC / OAVM to transact the business, as set out in the AGM Notice, as stated above, in compliance with the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”) Circulars”) read with Circulars issued by the Securities and Exchange Board of India (“SEBI Circulars”) (hereinafter collectively referred to as “the Circulars”) permitting the Companies to hold General Meetings without the physical presence of Members at a common venue. The dispatch of the Notice of AGM through e-mails was completed on Tuesday, September 05, 2023.
2. Notes annexed with the Notice of 39<sup>th</sup> AGM of the Company provides 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.



**MAKS & CO.**

Company Secretaries  
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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.

3. The Company had availed the Remote e-Voting and e-Voting Facility offered by M/s. KFin Technologies Limited ("KFin Technologies") for conducting Remote e-Voting / e-Voting by the Shareholders of the Company.
4. The Remote e-voting commenced from Saturday, Sept 23, 2023 at 9.00 A.M. (IST) and ended on Tuesday, September 26, 2023 at 5.00 P.M. (IST) and at the end of Remote e-Voting period, voting portal of service provider was blocked forthwith.
5. Members who had not cast their vote by Remote e-Voting were allowed to do e-Voting at the AGM.
6. The Equity Shareholders holding shares as on Cut-off Date i.e. Wednesday, September 20, 2023, were entitled to vote on the resolutions stated in the Notice of the AGM of the Company.
7. After the closure of e-Voting at the AGM, the report on e-Voting done at the AGM and the votes cast under Remote e-Voting facility prior to the AGM were unblocked and were counted.
8. I have scrutinized and reviewed the Remote e-Voting prior and e-Voting during the AGM and votes cast therein based on the data downloaded from the e-Voting system of KFin Technologies.
9. I now submit my consolidated report as under on the result of the Remote e-Voting prior and e-Voting during the AGM in respect of the following resolutions.

S. No.	Type of Resolution	Particulars
1	Ordinary Resolution	To receive, consider and adopt:  (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2023 including Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.  (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 including Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Report of the Auditors thereon.
2	Ordinary Resolution	To appoint a Director in place of Dr. Rashmi Saluja (DIN: 01715298), who retires by rotation and being eligible, offers herself for re-appointment.

**CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH REMOTE E-VOTING PRIOR AND E-VOTING DURING THE AGM IS AS UNDER:**

**ITEM NO. 1: ORDINARY RESOLUTION**

**TO RECEIVE, CONSIDER AND ADOPT:**

**(A) THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023 INCLUDING BALANCE SHEET AS AT MARCH 31, 2023, THE**



**MAKS & CO.**

Company Secretaries

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**STATEMENT OF PROFIT AND LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON;**

**(B) THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023 INCLUDING BALANCE SHEET AS AT MARCH 31, 2023, THE STATEMENT OF PROFIT AND LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORT OF THE AUDITORS THEREON.**

(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
368	19,31,31,387	99.57

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
29	8,25,886	0.43

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
Nil	NA

**Notes:**

- 2 Members holding 1,32,19,753 Equity Shares abstained from voting on the Resolution No. 1 and therefore these 1,32,19,753 shares were not considered for reckoning valid votes; and
- 1 Member voted less by 400 Shares on the Resolution No. 1 than the shares he/she holds and therefore these 400 shares were not considered for reckoning valid votes.

**ITEM NO. 2: ORDINARY RESOLUTION**

**TO APPOINT A DIRECTOR IN PLACE OF DR. RASHMI SALUJA (DIN: 01715298), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.**

(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
356	19,15,83,453	98.57

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
48	27,75,242	1.43



**MAKS & CO.**

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(iii) Votes invalid:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
Nil	NA

**Notes:**

- 1 Member holding 1,28,18,331 Equity Shares abstained from voting on the Resolution No. 2 and therefore these 1,28,18,331 shares were not considered for reckoning valid votes;
- 1 Member voted less by 400 Shares on the Resolution No. 2 than the shares he/she holds and therefore these 400 shares were not considered for reckoning valid votes; and
- 6 Members holding 5,63,777 Equity Shares had partially 'voted in favour' and partially 'voted against' for 5,63,777 Equity Shares and, therefore, these 6 Members were considered in both the categories at (i) and (ii) herein above.

**Conclusion:**

- Based on the above voting, all resolutions carried on with requisite majority, accordingly I request the Chairperson of the AGM to announce the results of the meeting.
- All relevant records of voting will remain in my custody until the Chairperson considers, approves and signs the minutes of the AGM and the same shall be handed over thereafter to the Chairperson.

Thanking you.

Yours Sincerely,

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

ANKUSH  
AGARWAL

Digitally signed by  
ANKUSH AGARWAL  
Date: 2023.09.28 10:31:56  
+05'30'

**Ankush Agarwal**  
Partner  
Membership No.: F9719  
C.P. No: 14486  
Peer Review Certificate No.: 2064/2022

UDIN: F009719E001107222

Date: 28-09-2023  
Place: Noida, U.P.



Countersigned by:

*Rashmi*

Dr. Rashmi Saluja  
Executive Chairperson