

June 30, 2023

**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 May 11, 2023 –  
Religare Enterprises Limited (“REL”/“Company”)**

Dear Sir/Madam,

In continuation of our earlier announcements dated May 15, 2023 and May 29, 2023, we would like to inform you that the approval of shareholders of the Company was sought for the following matter by passing Special Resolution through Postal Ballot Notice dated May 11, 2023:

- 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.

Post receipt of the Scrutinizer Report, we would like to inform that the aforesaid Special Resolution has been passed with requisite majority.

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

Thanking You,

Yours faithfully,

**For Religare Enterprises Limited**

**Reena Jayara  
Company Secretary**

***Encl.: As above***

Company Name	RELIGARE ENTERPRISES LIMITED
Details of Postal Ballot	Postal Ballot Notice dated: Thursday, May 11, 2023 Voting Start date: Tuesday, May 30, 2023 (9:00 AM IST) Voting End date: Wednesday, June 28, 2023 (5:00 PM IST)
Total number of shareholders on record date	66501
No. of shareholders present in the meeting either in person or	NA
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video	NA
Promoters and Promoter Group:	NA
Public:	NA

Resolution required: (Ordinary/ Special)	Special - 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							
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	0	NA	NA	NA	NA	NA	NA
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	82102320	24813398	30.2225	24813398	0	100.0000	0.0000
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
Public- Non Institutions	E-Voting	241485893	133586013	55.3184	133581734	4279	99.9968	0.0032
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>323588213</b>	<b>158399411</b>	<b>48.9509</b>	<b>158395132</b>	<b>4279</b>	<b>99.9973</b>	<b>0.0027</b>





**MAKS & CO.**

Company Secretaries

FRN: P2018UP067700

O: 516, Wave Silver Tower, Sector 18, Noida – 201301

E: [services@forecoreprofessionals.com](mailto:services@forecoreprofessionals.com)

Date: June 30, 2023

**SCRUTINIZER'S REPORT**

To,  
The Chairperson / Board of Directors  
**Religare Enterprises Limited**  
1407, 14<sup>th</sup> Floor, Chiranjiv Tower,  
43, Nehru Place,  
New Delhi - 110019

**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, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and in terms of General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 respectively issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations')**

Dear Sir(s)/Madam(s),

Pursuant to the resolution passed by the Board of Directors of Religare Enterprises Limited ("**the Company**") on Thursday, May 11, 2023, 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 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 Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereto including the MCA Circulars, w.r.t. the below mentioned Resolution to be passed by the members of the Company only through remote e-Voting facility provided by KFin Technologies Limited ("**KFintech**") Authorized Agency to provide remote e-voting facility.

S. No.	Type of Resolution	Particulars
1	Special Resolution	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



1. In connection with the above referred matters, I submit my report as under:
  - 1.1 In terms of the MCA Circulars, Companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. 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 reply 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 only.
  - 1.2 The Company had completed the dispatch of Postal Ballot Notice by email on Monday, May 29, 2023 to all its shareholders whose names appeared in the Register of Members/List of Beneficial Owners as received from the Depositories, National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on Friday, May 19, 2023 (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 newspaper advertisement before dispatch of Postal Ballot Notice in Financial Express (All Edition, English Daily) and in Jansatta (Hindi Daily) on Friday, May 19, 2023 requesting shareholders of the Company to update/register their email id's.
  - 1.4 The Company had published post-dispatch of Postal Ballot Notice, advertisements regarding completion of dispatch of Postal Ballot notice to eligible members through e-mail in Financial Express (All Edition, English Daily) and in Jansatta (Hindi Daily) on Tuesday, May 30, 2023.
  - 1.5 The remote e-voting period commenced on Tuesday, May 30, 2023 (9:00 A.M. IST) and ended on Wednesday, June 28, 2023 (5:00 P.M. IST) via e-voting Platform on the designated website of Kfintech, Authorized Agency to provide remote e-voting facility, viz. <https://evoting.kfintech.com>.
  - 1.6 E-votes cast up to the close of working hour (i.e. 5:00 P.M. IST) on Wednesday, June 28, 2023 being the last date and time fixed by the Company for the receipt of the e-votes were considered for my scrutiny i.e. remote e-voting was not allowed after 5:00 P.M. IST on Wednesday, June 28, 2023 and voting portal of Kfintech was blocked forthwith. Further, on completion of remote e-voting, we unblocked the e-voting results on Kfintech and downloaded the results for my scrutiny and report.
  - 1.7 The total voting capital of the Company for determining the voting rights of members as on Friday, May 19, 2023 (“Cut-off Date”) was 34,85,88,213 Shares (i.e. including 32,35,88,213 Equity Shares of Rs. 10/- each and 2,50,00,000 Preference Shares of Rs. 10/- each).

*[Note: 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.]*

- 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 VOTING ON POSTAL BALLOT**  
*(Through Remote E-voting only)*

**RESOLUTION NO. 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**

Special Resolution				
Particulars	Number of Valid e-Votes			Percentage of total net valid votes casted
	Postal-Ballot	e-Votes	Total	
Assent	NA	15,83,95,132	15,83,95,132	99.997
Dissent	NA	4,279	4,279	0.003
<b>Total</b>	<b>NA</b>	<b>15,83,99,411</b>	<b>15,83,99,411</b>	<b>100.00</b>

**Note:**

*5 (Five) Members holding 1,024 Shares abstained from voting on the Resolution No. 1 and therefore these shares (i.e. 1,024) were not considered for reckoning valid e-Votes.*

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.**

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

- (i) The above Resolution No. 1 proposed by the Company through Postal Ballot have been carried / approved with requisite majority; and
- (ii) I confirm that the complete Postal Ballot e-voting process has been conducted in a fair and transparent manner.



**MAKS & CO.**

Company Secretaries

FRN: P2018UP067700

O: 516, Wave Silver Tower, Sector 18, Noida – 201301  
E: [services@forecoreprofessionals.com](mailto:services@forecoreprofessionals.com)

3. You may accordingly declare the results of the voting on Postal Ballot done through e-voting.

Thanking You.

Yours sincerely,

For **MAKS & Co.,**  
**Company Secretaries**  
[FRN P2018UP067700]  
**Peer Review Certificate No.: 2064/2022**

**ANKUSH** Digitally signed by  
ANKUSH AGARWAL  
**AGARWAL** Date: 2023.06.30  
12:03:14 +05'30'

**Ankush Agarwal**  
**Partner**  
**Membership No: F9719**  
**Certificate of Practice No:14486**

**UDIN:** F009719E000525102

**Date:** 30-06-2023

**Place:** Noida, U.P.

**Countersigned by**



**Chairperson**

**MAKS & CO.**

Company Secretaries

FRN: P2018UP067700

O: 516, Wave Silver Tower, Sector 18, Noida – 201301  
E: [services@forecoreprofessionals.com](mailto:services@forecoreprofessionals.com)**Annexure -A**

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

**RESOLUTION NO. 1 – SPECIAL RESOLUTION****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**

<b>VOTING THROUGH E-VOTING:</b>				
<b>Particulars</b>	<b>No of Shareholders</b>	<b>No. of the Shares</b>	<b>Paid-up value of the Shares (In Rs.)</b>	<b>% of Total Voting Capital* (Approx.)</b>
(a) Total votes received	207	15,84,00,435	158,40,04,350	48.951
(b) Less: Abstained	5	1,024	10,240	Negligible
(c) Net Valid Votes	202	15,83,99,411	158,39,94,110	48.951
(d) Votes with Assent	194	15,83,95,132	1,58,39,51,320	48.950
(e) Votes with dissent	8	4279	42,790	0.001

*\*In view of restraining order on voting rights passed by the Hon'ble National Company Law Tribunal vide orders dated September 29, 2021 and December 16, 2021, the voting rights of 0.01% 2,50,00,000 Non-cumulative Non-convertible Redeemable Preference Shares of face value of Rs. 10/- each have been excluded for calculation of 'Total Voting Capital' of Religare Enterprises Limited.*