

August 24, 2017

**The National Stock Exchange of India Ltd
Corporate Communications Department
Department "Exchange Plaza", 5th Floor,
Bandra-Kurla Complex, Bandra (East),
400001
Mumbai - 400051**

**BSE Limited
Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai -**

Scrip Symbol: RELIGARE EQ

Scrip Code: 532915

Subject: AGM Notice - Intimation of Book Closure & Cut-off date for E-voting

Dear Sir,

We would like to inform you that the 33rd Annual General Meeting ("AGM") of the Company is scheduled to be held on Thursday, September 21, 2017, at 4.00 P.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003. Notice of AGM is enclosed herewith for your reference.

Further, as per Section 108 of the Companies Act 2013, read with Rule 20 of Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the e-voting facility is being provided to the shareholders of the Company.

Furthermore, with respect to the said AGM of the Company you are requested to take on record the following:

1. The Register of Members and the Share Transfer Books shall remain closed from Thursday, September 14, 2017 to Thursday, September 21, 2017 (both days inclusive).
2. For the purpose of exercising e-voting facility, the Cut - off Date shall be Thursday, September 14, 2017.

Thanking you,

Yours truly,

For **Religare Enterprises Limited**


Mohit Maheshwari
Company Secretary



Encl: As above

**RELIGARE ENTERPRISES LIMITED****Regd off: 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi-110019****CIN: L74899DL1984PLC146935****Phone: +91 – 11 – 4627 2400, Fax No: +91 – 11 – 4627 2447****Website: www.religare.com, E-mail: investorservices@religare.com****NOTICE**

Notice is hereby given that the **33rd Annual General Meeting (“AGM”)** of Religare Enterprises Limited (“**the Company**”) will be held on **Thursday, September 21, 2017 at 4.00 P.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003**, to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt:
 - a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017 and the Report 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, 2017 and the report of the Auditors thereon.
2. To appoint a Director in place of Mr. Harpal Singh (DIN: 00078224), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. S.S. Kothari Mehta & Co., Chartered Accountants, (Firm Registration No.: 000756N) be and is hereby appointed as the Statutory Auditors of the Company in place of M/s Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E), the retiring Statutory Auditors, to hold office for a period of five consecutive years commencing from the financial year 2017-18 i.e. from the conclusion of this Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company to be held in the year 2022, subject to ratification by the Members at every Annual General Meeting, at such remuneration plus taxes as applicable and reimbursement of out-of pocket, travelling and living expenses, etc. in connection with the audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. To approve appointment of Mr. Tejpreet Singh Chopra as Non-Executive Independent Director of the Company for a 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 an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto, Mr. Tejpreet Singh Chopra (DIN 00317683), who was appointed as an Additional Non- Executive Independent Director w.e.f. September 28, 2016, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as Non-Executive Independent Director of the Company for a term of 5 consecutive years w.e.f. September 28, 2016.



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.”

5. To approve change of terms of appointment of Mr. Shivinder Mohan Singh, Non-Executive Vice Chairman and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in continuation of earlier resolution(s) passed in this regard and pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 including any amendments thereto, Articles of Association of the Company and subject to such other provisions and laws as may be applicable, consent of the members of the Company be and is here by accorded for change of terms of appointment of Mr. Shivinder Mohan Singh (DIN 00042910), Non-Executive Vice Chairman of the Company from “**Director not liable to retire by rotation** ” to “**Director liable to retire by rotation**”.

RESOLVED FURTHER THAT all other terms and conditions of his appointment will remain same as previously approved.”

6. To approve offer or invitation to subscribe to Non- Convertible Debentures on private placement basis 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** in supersession of earlier resolution passed in this regard and pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to the regulations issued by the Securities and Exchange Board of India (“SEBI”) including the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012, the regulations, norms, circular, guidelines, clarification, notification prescribed or issued by the Reserve Bank of India, SEBI from time to time and other applicable provisions, if any, and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors (which includes any Committee of the Board of Directors) of the Company to offer or invite subscriptions for secured/unsecured redeemable non-convertible debentures, in one or more series/tranches, aggregating up to Rs.500 Crore (Rupees Five Hundred Crore only) in addition to the existing outstanding debentures, on private placement basis, to/from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps including the delegation of powers to any Committee of the Board or any official of the Company as may be necessary, proper or expedient to give effect to this resolution.”

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

Place : Noida
Date : August 10, 2017

Sd/-
Mohit Maheshwari
Company Secretary
Membership No: A16914
Address: Prius Global, A-3,4,5,
Sector-125, Noida - 201301

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**
2. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("Act") in respect of the businesses at item No. 4 to 6 of the notice, is annexed hereto.
4. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2, of persons seeking re-appointment as Director under Item No. 2 & 4 of the notice is also annexed hereto.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 14, 2017 to Thursday, September 21, 2017 (both days inclusive).
6. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Certificate from the Statutory Auditors of the Company certifying that, the Employees Stock Option Scheme 2006, Employees Stock Option Scheme 2010 and Employees Stock Option Scheme 2012 of the Company are being implemented in accordance with the SEBI (Share Based Benefits Schemes) Regulations, 2014 and in accordance with the resolutions of the general body, will be available for inspection by the Members at the AGM.
9. The Statutory Registers required to be kept open for inspection under the Act read with rules made thereunder at AGM of the Company, will be available for inspection by the members at the AGM.
10. Members holding shares in physical form are requested to intimate change in their address, if any, immediately to the Company's Registrar and Transfer Agent i.e. M/s Karvy Computershare Private Limited ("Karvy"), Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Members holding shares in electronic form must intimate the change in their address, if any, to their respective Depository Participant.
11. Members desirous of seeking any information relating to the annexed Annual Audited Financial Statements of the Company for the financial year ended March 31, 2017, may write to the Company at Prius Global, A-3/4/5, Sector – 125, Noida – 201301, UP, India, for the attention of Mr. Mohit Maheshwari, Company Secretary, at least seven days in advance of the meeting so that requisite information can be made available at the Meeting.
12. **The Shareholders who have not registered their e-mail address (es), so far, are requested to register their e-mail address(es), in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update the same with Registrar and Transfer Agent by writing to Karvy Computershare Private Limited, (Unit: Religare Enterprises Limited), Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 or through e-mail at einward.ris@karvy.com.**
13. In terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, soft copy of full Annual Report is being sent by electronic mode to those member whose e-mail addresses are registered with the Company/Depository Participant(s), unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.



The Notice of the 33rd AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members may also note that the Notice of the 33rdAGM and the Annual Report 2017 is also available on the Company's website, www.religare.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at : investorservices@religare.com or may write to the Company at Prius Global, A-3/4/5, Sector – 125, Noida – 201301, UP, India, for the attention of Mr. Mohit Maheshwari, Company Secretary of the Company.

14. Pursuant to the provisions of Section 124 and 125 of the Act and pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 05, 2016 (date of last Annual General Meeting) on the website of the Company (www.religare.com), as also on the Ministry of Corporate Affairs website.

Amount lying unpaid in the Unpaid Dividend Account of the Company in respect of dividend declared in year 2010 and not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, which was due to be transferred to the fund on April 8, 2017, has been transferred to the Investor Education and Protection Fund, pursuant to Section 124(5) of the Act within the prescribed time lines.

15. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Karvy.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the AGM of the Company.
17. In compliance with the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility of voting through electronic means (remote e-voting) on all the resolutions set forth in this notice. In this regard, the Company has agreement with KARVY COMPUTERSHARE PRIVATE LIMITED for facilitating remote e-voting to enable the shareholders to cast their votes electronically. However, E-voting is optional.
18. For the members who do not have access or casted their votes by remote e-voting, facility for voting through polling paper shall be provided at the AGM and members attending the meeting who have not already casted their votes by remote e-voting shall be able to cast their votes at the AGM. However, the members who have casted their votes by remote e-voting prior to the date of the AGM may also attend the meeting but shall not be entitled to cast their vote again.
19. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through polling paper will not be considered.
20. For the immediate reference, route map for reaching the venue of the AGM is attached.

The instructions for e-voting are as under:

- I. **A. In case a Member receives an email from Karvy** [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>



- (ii) Enter the login credentials (i.e. **User ID and password** mentioned overleaf). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User – ID	For Members holding shares in Demat Form:- a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID b) For CDSL : 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event Number followed by Folio Number registered with the company
Password	Incase of shareholders who have not registered their e-mail addresses, their User-Id and Password is provided in the enclosed ballot form.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) After entering these details appropriately, click on “LOGIN”.
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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.**
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the EVENT i.e. **Religare Enterprises Limited**.
- (vii) 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 in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
- (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- (ix) 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.
- (x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- (xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, 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).
- (xii) **Corporate/Institutional Members** (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: contact@cssanjaygrover.in. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_ EVENT NO.”



B. In case a Member receives physical copy of the Annual General Meeting Notice by Post [for Members whose email IDs are not registered with the Company/ Depository Participant(s)]:

- (i) **User ID and initial password** as provided in the enclosed ballot form.
- (ii) Please follow all steps from Sr.No.(i) to (xii) as mentioned in (A) above, to cast your vote.

II. Other Instructions

- (i) The remote e-voting period commences on Monday, September 18, 2017 (9.00 a.m. IST) and ends on Wednesday, September 20, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, September 14, 2017 (hereinafter called as “**Cut-off Date**”), may cast their vote electronically. The e-voting module shall be forthwith blocked by Karvy for voting thereafter. Once the vote on a resolution is casted by the Member, he shall not be allowed to change it subsequently as well as a person who is not a member as on the cut off date should treat this Notice for information purpose only.
- (ii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. S V Raju of Karvy Computershare Private Limited at 040-67162222 or at 1800 345 4001 (toll free).
- (iii) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date.
- (iv) The Board of Directors has **appointed Mr. Sanjay Grover, Practicing Company Secretary (Membership No. 4223) as a Scrutinizer** to scrutinize the voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes casted at the AGM by ballot paper and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in employment of the Company.

Thereafter, the Scrutinizer shall within 48 (forty eight) hours from the conclusion of the AGM make a Consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, to the Chairman of the meeting or any person authorized by him in writing. The Results on the resolutions set forth in notice shall be declared after the submission of Consolidated Scrutinizer's Report, either by Chairman of the Company or by any person authorized by him in writing, who shall countersign the same and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

- (v) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.religare.com) and on Karvy's website (<https://evoting.karvy.com>) after passing of the resolutions and communication of the same to BSE Limited and National Stock Exchange of India Limited, where securities of the Company are Listed.

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

Place : Noida
Date : August 10, 2017

Sd/-
Mohit Maheshwari
Company Secretary
Membership No: A16914
Address: Prius Global, A-3,4,5,
Sector-125, Noida - 201301



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”)

ITEM NO.3

Appointment of M/s. S.S. Kothari Mehta & Co. as Statutory Auditors of the Company

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

As per Section 139 of the Act, every company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting.

Further, the company shall place the matter relating to such appointment for ratification by members at every annual general meeting.

Further, the listed company shall not appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. As per Companies (Audit and Auditors) Rules, 2014, the period for which the firm has held office as auditor prior to the commencement of the Act shall be taken into account for calculating the period of five consecutive years or ten consecutive years.

M/s. Price Waterhouse, Chartered Accountants was appointed as statutory auditors of the Company in the FY 2006-07. Accordingly, their term will expire at the forthcoming Annual General Meeting of the Company and a new firm is required to be appointed as Statutory Auditor of the Company. The Board of Directors of the Company on recommendation of Audit Committee has proposed the appointment of M/s. S.S. Kothari Mehta & Co., Chartered Accountants (Firm Registration No.: 000756N) as Statutory Auditors of the Company for a period of five consecutive years from the conclusion of 33rd Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company to be held in the year 2022. The first year of audit will be of the financial statements for the year ending March 31, 2018, which will include the audit / limited review of the quarterly financial results for the year.

ITEM NO.4

Appointment of Mr. Tejpreet Singh Chopra as Non-Executive Independent Director

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Tejpreet Singh Chopra as Additional Director - Non-Executive & Independent for a term of 5 consecutive years w.e.f. September 28, 2016, subject to the approval of shareholders of the Company.

The Company has received all the requisite disclosures from Mr. Tejpreet Singh Chopra with respect to his appointment as Non- Executive Independent Director and a notice in writing under the provisions of Section 160 of the Act, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Tejpreet Singh Chopra. Further, in opinion of the Board, Mr. Tejpreet Singh Chopra fulfills the conditions specified in the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the appointment as Independent Director.

Accordingly, approval of shareholders is sought by way of Ordinary Resolution to appoint Mr. Tejpreet Singh Chopra as an Non- Executive Independent Director on the Board of the Company.

Brief Profile of Mr. Tejpreet Singh Chopra is as follows:

Mr. Tejpreet Singh Chopra is the Founder, and President & CEO of Bharat Light & Power. Bharat Light & Power (BLP) is one of the leading clean energy generation companies in India (IPP). Tejpreet's 18 years of global management and finance experience was gained in various business roles held in France, England, Hong Kong, India and USA, of which over 14 (fourteen) years were at General Electric (GE). In his last role , he was CEO of GE in India.



He is a member of the National Council of the Confederation of Indian Industry (CII), was the Chairman of the American Chamber of Commerce in India (AMCHAM), and was on the Board of Directors of the U.S.-India Business Council (USIBC). He is a participant of the Young Presidents Organization (YPO) and the Cornell University Council. He is also an Aspen Institute Fellow. He was nominated as a Young Global Leader by the World Economic Forum in 2010. In 2008, he was named by Business Today as one of "India's Hottest Young Executives".

At present, he is an Independent Director on the Board of SRF Limited, the Anand Group and Chairman of the Board of APM Terminals Pipavav port.

He graduated from The Lawrence School, Sanawar and holds a MBA degree from Cornell University as well as a B.A. Honors degree in Economics from St. Stephen's College, Delhi University. He also attended an executive program at the Harvard Kennedy School.

Additional Information for seeking appointment at the AGM:

1. **Name of Director seeking appointment:** Mr. Tejpreet Singh Chopra
2. **Date of Birth/ Age:** December 05, 1969/ 47 Years
3. **Date of Appointment:** September 28, 2016
4. **Qualifications, Experience and expertise in specific functional area:**
As per Brief Profile mentioned herein above
5. **Remuneration last drawn, if any:** Not Applicable.
6. **Shareholding in the Company:** Nil
7. **No. of Board Meetings attended during the year:** Three (3)
8. **Terms and Conditions of appointment:** Mr. Tejpreet Singh Chopra shall be Non-Executive Independent Director of the Company for a term of 5 consecutive years w.e.f. September 28, 2016.
9. **Directorship held in other Companies as on date:**
 1. SRF Limited
 2. Gujarat Pipavav Port Limited
 3. BLP Renewable Energy Private Limited
 4. BLP Energy Private Limited
 5. BLP Clean Energy Private Limited
 6. Genesis Colors Limited
 7. BLP Wind Project (Amberi) Private Limited
 8. BLP Vayu (Project 1) Private Limited
 9. BLP Vayu (Project 2) Private Limited
 10. BLP Wind Asset Holdings Private Limited
 11. Statkraft BLP Solar Solutions Private Limited
 12. Genesis Luxury Fashion Private Limited



10. Membership/Chairmanship of Committees of other Companies as on date:

S. No	Name of Company	Name of Committee	Designation (Chairman/Member)
1	SRF Limited	Stakeholders Relationship Committee	Member
		Nomination & Remuneration Committee	Member
2	Gujarat Pipavav Port Ltd.	Nomination & Remuneration Committee	Member
		Stakeholders Relationship Committee	Member

11. Relationship with other Directors

No inter-se relationship between Mr. Tejpreet Singh Chopra and other Directors of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Tejpreet Singh Chopra 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. 4 above for approval of the Members by way of an ordinary resolution.

ITEM NO. 5

Change of terms of appointment of Mr. Shivinder Mohan Singh, Non-Executive Vice Chairman

Section 152(6)(a) of the Act provides that unless the articles provide for the retirement of all directors at every annual general meeting, not less than two-thirds of the total number of directors of a public company shall be the persons whose period of office is liable to determination by retirement of directors by rotation; and save as otherwise expressly provided in this Act, be appointed by the company in general meeting.

For this purpose, "total number of directors" shall not include independent directors on the Board of the Company.

Presently, the total number of directors in the Company, as per above definition, is five and therefore the Company needs to have four directors who are liable to retire by rotation. Therefore, the Board of Directors in their meeting held on August 10, 2017, on recommendation of the Nomination and Remuneration Committee, have proposed to change the terms of appointment of Mr. Shivinder Mohan Singh, Non-Executive Vice Chairman from "Director not liable to retire by rotation" to "Director liable to retire by rotation" subject to the approval of shareholders. The other terms and conditions of his appointment will remain same as already approved earlier.

Accordingly, the approval of shareholders is sought by way of an Ordinary Resolution for change of terms of appointment of Mr. Shivinder Mohan Singh, Non-Executive Vice Chairman from "Director not liable to retire by rotation" to "Director liable to retire by rotation".

Mr. Shivinder Mohan Singh is brother of Mr. Malvinder Mohan Singh, Non-Executive Chairman. Apart from this, no other director, key managerial personnel or their relatives is concerned or interested, financial or otherwise in the resolution set out in the notice.

The Board recommends the resolution as mentioned at item no 5 of the Notice for approval of the Members by way of an ordinary resolution.



ITEM NO. 6

Raising of funds through issue of non-convertible debentures on private placement basis

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed under Section 42 of the Act deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement basis, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures. The Board of Directors will decide whether to issue debentures as secured or unsecured.

In order to augment long term resources for financing, inter alia, making downstream investments in subsidiaries, joint ventures or associates by way of equity, preference capital or debt to fund the growth of existing businesses or repayment of debt and other obligations and general corporate purposes, the Board may, at an appropriate time, offer or invite subscription for secured/unsecured redeemable non-convertible debentures, in one or more series/tranches on private placement basis, issuable/redeemable at par or premium as the case may be for an aggregate amount of ₹ 500 Crores in addition to the existing outstanding debentures.

Accordingly, consent of the members is sought for passing the Special Resolution as mentioned in item no. 6 of the Notice. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the date of passing this resolution.

The Board of Directors of the Company believes that the proposed issue is in the interest of the Company and hence, recommends the resolution for the approval of the Shareholders by way of special resolution.

None of the Directors/Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the above referred resolution.

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

Place : Noida
Date : August 10, 2017

Sd/-
Mohit Maheshwari
Company Secretary
Membership No: A16914
Address: Prius Global, A-3,4,5,
Sector-125, Noida - 201301

**Additional Information of the Director recommended for seeking re-appointment at the AGM:**

1. **Name of Director seeking Re-appointment:** Mr. Harpal Singh

2. **Date of Birth/ Age:** September 11, 1949/ 67 Years

3. **Date of Appointment:** April 09, 2007

4. **Qualifications, Experience and Resume/expertise in specific functional area:**

Mr. Harpal Singh is recognized as a thinker and speaker on healthcare and other issues on the social agenda. He has a diverse and wide-ranging experience (of over 40 years) in the corporate sector. In the last decade he has substantially been engaged with the not for profit sector and holds senior board level positions in National and International organizations.

Currently he is the Mentor & Chairman Emeritus and a member of the Board of Directors of Fortis Healthcare Limited, Fortis Clinical Research Limited, Religare Enterprises Ltd., and SRL Diagnostics Ltd. He is also Director of Impact Projects Private Ltd and was Non Executive Chairman of India's largest Pharmaceutical Company, Ranbaxy.

He is and has been associated with school education for over 30 years and has served at the Board level with some of India's most renowned schools which include The Doon School, The Scindia School, The Shriram School, The Yadavindra Public Schools and Salwan Public Schools. He was a member of the National Round Table on School Education, a member of the Executive Committee and of the Governing Council of Public Health Foundation of India (PHFI), a member of the Board of the Delhi Red Cross Society, a member of the Board of Governors of NIIT University, a member of India-UK Round Table and India-US Strategic dialogue. He is a Trustee of Indian National Association for the Club of Rome. He is a Member of the Board of Wadhvani Initiative for Sustainable Health (WISH). He is Founder and Chairman of NanhiChhaan Foundation. He was a member of the Board of Governors of IIT, Indore.

In recent years, Mr Singh's involvement with the world of children has been compelling. He chairs Save the Children India which now works in over 20 States of the country addressing the needs of some of India's most disadvantaged children including child survival, rights, health and education. Through his own NGO, the NanhiChhaan Foundation, he focuses efforts on the girl child, on the environment and on inter-faith harmony. He has served for over seven years on the International Board of Save the Children and is currently its Vice Chair. Save International operates in over 120 countries helping children and mothers in emergencies and in ameliorating the lives and futures of children in distress and who suffer disadvantages for a variety of reasons. In 2015 Save International helped over 55 million children worldwide.

Mr. Harpal Singh holds B.A. (Hons.) degree in Economics from St. Stephen's College, Delhi; B.S. degree in Economics from California State University at Hayward (C.S.C.H), California, USA; and Master's Degree in public affairs from California State University at Hayward (C.S.C.H), California, USA

5. **Remuneration last drawn, if any:** Not Applicable.

6. **Shareholding in the Company:** Nil

7. **No. of Board Meetings attended during the year:** Six (6)

8. **Terms and Conditions of re-appointment:** Mr. Harpal Singh will be Director liable to retire by rotation.

9. **Directorship held in other Companies as on date:**

1. Fortis Healthcare Limited
2. SRL Limited
3. Fortis Clinical Research Limited
4. Impact Projects Private Limited



5. Impact Agencies Private Limited
6. HSJ Investments and Holdings Private Limited
7. Impact Senior Living Estates Private Limited

10. Membership/Charimanship of Committees of other Companies as on date:

S. No	Name of Company	Name of Committee	Designation (Chairman/Member)
1	Fortis Healthcare Limited	Audit & Risk Management Committee	Member
		Corporate Social Responsibility Committee	Member
		Stakeholders Relationship Committee	Member
2	SRL Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member

11. Relationship with other Directors

Mr. Malvinder Mohan Singh, Non-Executive Chairman is Son-in Law of Mr. Harpal Singh. Apart from this, Mr. Harpal Singh is not related to any other director, manager or key managerial personnel of the Company.



PROXY FORM

RELIGARE ENTERPRISES LIMITED

Registered Office: 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi-110019

CIN: L74899DL1984PLC146935

Phone: +91 – 11 – 4627 2400, Fax No: +91 – 11 – 4627 2447

E-mail: investorservices@religare.com/ website: www.religare.com

MGT 11 - PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : _____

Registered address : _____

E-mail Id : _____

Folio No. _____ DP ID & Client ID* _____

I / We, being the member(s) of Shares of Religare Enterprises Limited, hereby appoint

1. Name: _____ E-mail Id: _____

Address: _____

_____ Signature: _____

or failing him

2. Name: _____ E-mail Id: _____

Address: _____

_____ Signature: _____

or failing him

3. Name: _____ E-mail Id: _____

Address: _____

_____ Signature: _____

as my/our proxy to attend and vote (on a poll) either for or against each resolution for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company to be held on Thursday, September 21, 2017 at 4.00 P.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003 and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No	Resolution	Optional**	
		For	Against
Ordinary Business:			
1	To Consider & Adopt Audited Financial Statements (including Consolidated Financial Statements) and the Report of Board of Directors and Auditors thereon for the year ended March 31, 2017.		
2	Re-appointment of Mr. Harpal Singh, Director who retires by rotation		
3	Appointment of M/s. S.S. Kothari Mehta & Co., Chartered Accountants as Statutory Auditors and fixing their remuneration		
Special Business:			
4	Appointment of Mr. Tejpreet Singh Chopra as Non-Executive Independent Director of the Company for a term of 5 consecutive years		
5	Change of terms of appointment of Mr. Shivinder Mohan Singh, Non-Executive Vice Chairman		
6	Raising of funds through issue of Non-Convertible Debentures on private placement basis		

*Applicable for investors holding shares in electronic form.

Signed thisday of 2017.



Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxyholder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Further, the holder of this form may vote either for or against each resolution.

- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



RELIGARE ENTERPRISES LIMITED

Registered Office: 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi-110019

CIN: L74899DL1984PLC146935

Phone: +91 – 11 – 4627 2400, Fax No: +91 – 11 – 4627 2447

E-mail: investorservices@religare.com/ website: www.religare.com

Please fill attendance slip and hand it over at the entrance of the meeting hall
Joint shareholders may obtain additional slip at the venue of the meeting.

Name

Address

DP ID* / Folio No.

No. of Shares held

I/We hereby record my/our presence at the 33rd Annual General Meeting of the Company held on Thursday, September 21, 2017 at 4.00 P.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003.

Signature of the Shareholder or Proxy** : _____

*Applicable for investors holding shares in electronic form.

**Strike out whichever is not applicable

FOR ATTENTION OF THE SHAREHOLDER

Shareholders may please note the **User id and Password** given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014. Detailed instructions for e-voting are given in the notes to the AGM Notice.

ELCTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Route map to the venue of the 33rd Annual General Meeting of Religare Enterprises Limited



Sri Sathya Sai International Centre,
Pragati Vihar, Lodhi Road, New Delhi - 110003