

September 22, 2017



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

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

Scrip Symbol: RELIGARE EQ

Scrip Code: 532915

**Sub: Voting Results and Scrutinizer Report of the 33rd Annual General Meeting of
Religare Enterprises Limited**


Dear Sir(s),

With reference to the 33rd Annual General Meeting of Religare Enterprises Limited held on Thursday, September 21, 2017 at 4:00 P.M. (IST) at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003, 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 Report of the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

Thanking You,

For Religare Enterprises Limited


Reena Jayara
Authorized Signatory

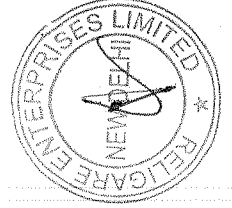


Religare Enterprises Limited

Voting Results of AGM	
Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:	
Date of the AGM	21.09.2017
Total number of shareholders on record date	36,843
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	Nil 1274
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	Not Applicable

1. Ordinary Resolution: To Consider & Adopt Audited Financial Statements of the Company (including Consolidated Financial Statements) and the Report of Board of Directors and Auditors thereon for the financial year ended March 31, 2017;

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled (6)=(4)/(2)*100	% of votes against on Votes Polled (7)=(5)/(2)*100	Whether promoter/ promoter group are interested in the Agenda/resolution	
									Yes	No
Promoters and Promoter Group	E-voting Poll	(1) 48,838,311	(2) 48,838,261	(3)=(2)/(1)*100 100.00	(4) 48,838,261	(5) -	(6)=(4)/(2)*100 100.00	(7)=(5)/(2)*100 0		
	Total		48,838,261	100.00	48,838,261	-	100.00	0		
	E-voting Poll		50,324,490	38,083,613	75.68	28,107,331	9,976,282	73.80	26.20	
Public-Institutions	Total		38,083,613	75.68	28,107,331	9,976,282	73.80	26.20		
	E-voting Poll		79,292,447	62.26	11,794,204	37,569,769	23.89	76.11		
	Total		15,469	0.02	3,580	11,889	23.14	76.86		
Public-Non Institutions	E-voting Poll		49,379,442	62.28	11,797,784	37,581,658	23.89	76.11		
	Total		178,455,248	76.38	88,743,376	47,557,940	65.11	34.89		
	Total									



2. Ordinary Resolution: Re-appointment of Mr. Harpal Singh (DIN: 00078224) as Director who retires by rotation;

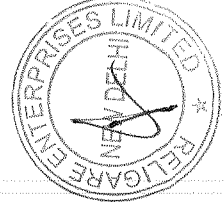
Whether promoter/ promoter group are interested in the Agenda/resolution

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	No
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	48,838,311	48,838,261	100.00	48,838,261	-	100.00	0
	Poll			0			0	0
	Total		48,838,261	100.00	48,838,261	-	100.00	0
Public-Institutions	E-voting	50,324,490	25,265,282	50.20	15,293,780	9,971,502	60.53	39.47
	Poll			0			0	0
	Total		25,265,282	50.20	15,293,780	9,971,502	60.53	39.47
Public-Non Institutions	E-voting	79,292,447	50,760,048	64.02	11,794,528	38,965,520	23.24	76.76
	Poll		15,469	0.02	3,580	11,889	23.14	76.86
	Total		50,775,517	64.04	11,798,108	38,977,409	23.24	76.76
Total		178,455,248	124,879,060	69.98	75,930,149	48,948,911	60.80	39.20

3. Ordinary Resolution: Appointment of M/s. S.S. Kothari Mehta & Co., (Firm Registration No. 000756N) Chartered Accountants as Statutory Auditors and fixing their remuneration;

Whether promoter/ promoter group are interested in the Agenda/resolution

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	No
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	48,838,311	48,838,261	100.00	48,838,261	-	100.00	0
	Poll			0			0	0
	Total		48,838,261	100.00	48,838,261	-	100.00	0
Public-Institutions	E-voting	50,324,490	38,083,613	75.68	15,293,780	22,789,833	40.16	59.84
	Poll			0			0	0
	Total		38,083,613	75.68	15,293,780	22,789,833	40.16	59.84
Public-Non Institutions	E-voting	79,292,447	50,759,823	64.02	50,738,887	20,936	99.96	0.04
	Poll		15,469	0.02	3,580	11,889	23.14	76.86
	Total		50,775,292	64.04	50,742,467	32,825	99.94	0.06
Total		178,455,248	137,697,166	77.16	114,874,508	22,822,658	83.43	16.57



4. Ordinary Resolution: Appointment of Mr. Tejpreet Singh Chopra (DIN: 00317683) as Non-Executive Independent Director of the Company for a term of 5 consecutive years;

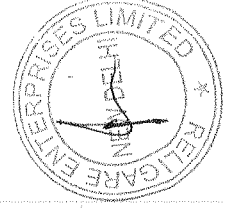
Whether promoter/ promoter group are interested in the Agenda/resolution

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	No	% of votes against on Votes Polled
		(1)	(2)	$(3)=(2)/(1)*100$	(4)	(5)	$(6)=(4)/(2)*100$		$(7)=(5)/(2)*100$
Promoters and Promoter Group	E-voting	48,838,311	48,838,261	100.00	48,838,261	-	100.00	0	0
	Poll			0	0		0	0	0
	Total		48,838,261	100.00	48,838,261	-	100.00	0	0
Public-Institutions	E-voting	50,324,490	25,265,282	50.20	15,293,780	9,971,502	60.53	39.47	39.47
	Poll			0	0		0	0	0
	Total		25,265,282	50.20	15,293,780	9,971,502	60.53	39.47	39.47
Public-Non Institutions	E-voting	79,292,447	50,760,048	64.02	11,794,528	38,965,520	23.24	76.76	76.76
	Poll		15,469	0.02	3,580,000	11,889	23.14	-	-
	Total		50,775,517	64.04	11,798,108	38,977,409	23.24	76.76	76.76
Total		178,455,248	124,879,060	69.98	75,930,149	48,948,911	60.80	39.20	39.20

5. Ordinary Resolution: Change of terms of appointment of Mr. Shivinder Mohan Singh, Non-Executive Vice Chairman;

Whether promoter/ promoter group are interested in the Agenda/resolution

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	No	% of votes against on Votes Polled
		(1)	(2)	$(3)=(2)/(1)*100$	(4)	(5)	$(6)=(4)/(2)*100$		$(7)=(5)/(2)*100$
Promoters and Promoter Group	E-voting	48,838,311	48,838,261	100.00	48,838,261	-	100.00	0	0
	Poll			0	0		0	0	0
	Total		48,838,261	100.00	48,838,261	-	100.00	0	0
Public-Institutions	E-voting	50,324,490	38,083,613	75.68	28,112,111	9,971,502	73.82	26.18	26.18
	Poll			0	0		0	0	0
	Total		38,083,613	75.68	28,112,111	9,971,502	73.82	26.18	26.18
Public-Non Institutions	E-voting	79,292,447	50,759,648	64.02	11,794,128	38,965,520	23.24	76.76	76.76
	Poll		15,469	0.02	3,580	11,889	23.14	76.86	76.86
	Total		50,775,117	64.04	11,797,708	38,977,409	23.24	76.76	76.76
Total		178,455,248	137,696,991	77.16	88,748,080	48,948,911	64.45	35.55	35.55



6. Special Resolution: Raising of funds through issue of Non-Convertible Debentures on private placement basis;

Whether promoter/ promoter group are interested in the Agenda/resolution

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour	No. of Votes Against	No	
							% of votes in favour on Votes Polled (6)=(4)/(2)*100	% of votes against on Votes Polled (7)=(5)/(2)*100
Promoters and Promoter Group	E-voting Poll	(1) 48,838,311	(2) 48,838,261	100.00	(4) 48,838,261	(5)	(6)=(4)/(2)*100 100.00	(7)=(5)/(2)*100 0
	Total		48,838,261	100.00	48,838,261		100.00	0
Public-Institutions	E-voting Poll	50,324,490	38,083,613	75.68	15,293,780	22,789,833	40.16	59.84
	Total		38,083,613	75.68	15,293,780	22,789,833	40.16	59.84
Public-Non Institutions	E-voting Poll	79,292,447	50,759,848	64.02	11,790,214	38,969,634	23.23	76.77
	Total		15,469	0.02	300	15,169	1.94	98.06
Total		178,455,248	137,697,191	77.16	75,922,555	61,774,636	55.14	44.86



SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1st Floor, Defence Colony, New Delhi - 110 024
Tel. : (011) 4679 0000, Fax : (011) 4679 0012
e-mail : contact@cssanjaygrover.in
website : www.cssanjaygrover.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014]

To,

THE CHAIRMAN

RELIGARE ENTERPRISES LIMITED

(CIN: L74899DL1984PLC146935)

2nd Floor, Rajlok Building,

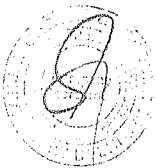
24, Nehru Place,

New Delhi-110019

Dear Sir,

I, Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process of the 33rd Annual General Meeting (AGM) of the Company i.e. remote e-voting and voting through ballot paper (Poll) pursuant to provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolution(s) mentioned in AGM Notice dated August 10, 2017 for the 33rd AGM of the Members of the Company held on September 21, 2017 at 04:00 P.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003.

I submit my report as under:-




1. The remote e-voting period commenced on Monday, September 18, 2017 at 9:00 A.M.IST and ended on Wednesday, September 20, 2017 at 05:00 P.M., IST via e-voting Platform on the designated website of Karvy Computershare Private Limited (Karvy), Authorized Agency to provide E-voting facility, viz. <https://evoting.karvy.com>. E-Voting facility was blocked forthwith thereafter.
2. The Shareholders of the Company as on the "cut off" date i.e. Thursday, September 14, 2017 were entitled to avail the facility of remote e-voting as well as poll at the AGM on the proposed resolutions (item no. 1 to 6) as set out in the AGM Notice dated August 10, 2017.
3. The total issued and paid up Equity Share Capital of the Company as on September 14, 2017 was Rs. 1,784,552,480/- (one billion seven hundred eighty-four million five hundred fifty-two thousand four hundred eighty) divided into 178,455,248 (one hundred seventy-eight million four hundred fifty-five thousand two hundred forty-eight) Equity Shares of Rs. Rs. 10/- (Rupees Ten only) each.
4. The Chairman ordered for poll at AGM as per Rule 20 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.
5. One ballot box was kept for polling and the ballot box was locked in my presence.
6. After the completion of Poll at the AGM the ballot box was opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in poll at AGM.
7. The ballots, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with records were treated as invalid.



8. Thereafter, the votes cast through remote e-voting were unblocked, after completion of poll at the AGM, in the presence of two witnesses, Ms Palak Chopra R/o H No. 314, Main Market, Sant Nagar, Burari, New Delhi-110084 and Mr. Piyush Garg R/o D-36, 1st Floor, Durga Puri Chowk, Shahdara, New Delhi-110093 who were not in the employment of the company. They have signed below confirming their presence at the time of unblocking of e-

ANES


Palak Chopra


Piyush Garg

9. The details of the shareholders who participated in e-voting were also entered in a register
10. The consolidated summary of results of remote e-voting and poll at AGM are as under

- a. **Resolution No. 1:-** To Consider & Adopt Audited Financial Statements of the Company (including Consolidated Financial Statements) and the Report of Board of Directors and Auditors thereon for the financial year ended March 31, 2017

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	Poll	e-votes	Total	
Assent	3,580	8,87,39,796	8,87,43,376	65.11
Dissent	11,889	4,75,46,051	4,75,57,940	34.89
Total	15,469	13,62,85,847	13,63,01,316	100.00

Therefore, the resolution No. 1 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in Annexure- A



- b. **Resolution No. 2:-** Re-appointment of Mr. Harpal Singh (DIN: 00078224) as Director who retires by rotation.

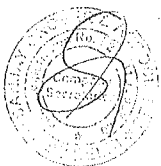
Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	3,580	7,59,26,569	7,59,30,149	60.80
Dissent	11,889	4,89,37,022	4,89,48,911	39.20
Total	15,469	12,48,63,591	12,48,79,060	100.00

Therefore, the resolution No. 2 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in Annexure B.

- c. **Resolution No. 3:-** Appointment of M/s. S.S. Kothari Mehta & Co., (Firm Registration No. 000756N) Chartered Accountants as Statutory Auditors and fixing their remuneration.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	3,580	11,48,70,928	11,48,74,508	83.43
Dissent	11,889	2,28,10,769	2,28,22,658	16.57
Total	15,469	13,76,81,697	13,76,97,166	100.00

Therefore, the resolution No. 3 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in Annexure C.



- d. **Resolution No. 4:-** Appointment of Mr. Tejpreet Singh Chopra (DIN: 00317683) as Non-Executive Independent Director of the Company for a term of 5 consecutive years

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	3,580	7,59,26,569	7,59,30,149	60.80
Dissent	11,889	4,89,37,022	4,89,48,911	39.20
Total	15,469	12,48,63,591	12,48,79,060	100.00

Therefore, the resolution No. 4 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in Annexure-D.

- e. **Resolution No.5:-**Change of terms of appointment of Mr. Shivinder Mohan Singh, Non-Executive Vice Chairman

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	3,580	8,87,44,500	8,87,48,080	64.45
Dissent	11,889	4,89,37,022	4,89,48,911	35.55
Total	15,469	13,76,81,522	13,76,96,991	100.00

Therefore, the resolution No. 5 has been approved with requisite majority. Details Poll at AGM & remote e-voting are given in Annexure-E.



- f. **Resolution No. 6:-** Raising of funds through issue of Non-Convertible Debentures on private placement basis.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	300	7,59,22,255	7,59,22,555	55.14
Dissent	15,169	6,17,59,467	6,17,74,636	44.86
Total	15,469	13,76,81,722	13,76,97,191	100.00

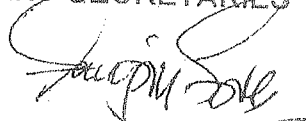
Therefore, the resolution No. 6 has not been approved by the members of the Company. Details of Poll at AGM & remote e-voting are given in Annexure-F.

11. The registers, ballot papers and all other related documents shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I will hand over these documents to the company.

Thanking you,

For SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES



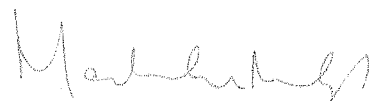
Sanjay Grover

Scrutinizer
CP No.: 3850



September 22, 2017
New Delhi

Countersigned by



Chairman/ Authorised

Signatory

September 22, 2017
New Delhi

Details of poll at AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	62	15,470	1,54,700
b) Less: Invalid Votes	1	1	10
c) Net Valid votes cast	61	15,469	1,54,690
d) Votes with assent	58	3,580	35,800
e) Votes with dissent	3	11,889	1,18,890

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
(a) Total votes received	70	13,76,81,872	1,37,68,18,720
(b) Less: Abstained Votes	4	13,96,025	1,39,60,250
(c) Net Valid votes cast	66	13,62,85,847	1,36,28,58,470
(b) Votes with Assent	52	8,87,39,796	88,73,97,960
(c) Votes with dissent	14	4,75,46,051	47,54,60,510



Details of Poll at AGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	62	15,470	1,54,700
b) Less: Invalid Votes	1	1	10
c) Net Valid votes cast	61	15,469	1,54,690
d) Votes with assent	58	3,580	35,800
e) Votes with dissent	3	11,889	1,18,890

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
(a) Total votes received	70	13,76,81,972	1,37,68,19,720
(b) Less: Abstained Votes	2	1,28,18,381	12,81,83,810
(c) Net Valid votes cast	68	12,48,63,591	1,24,86,35,910
(b) Votes with Assent	53	7,59,26,569	75,92,65,690
(c) Votes with dissent	15	4,89,37,022	48,93,70,220



Details of Poll at AGM & remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	62	15,470	1,54,700
b) Less: Invalid Votes	1	1	10
c) Net Valid votes cast	61	15,469	1,54,690
d) Votes with assent	58	3,580	35,800
e) Votes with dissent	3	11,889	1,18,890

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Total votes received	70	13,76,81,972	1,37,68,19,720
(b) Less: Abstained Votes	2	275	2,750
(c) Net Valid votes cast	68	13,76,81,697	1,37,68,16,970
(b) Votes with Assent	58	11,48,70,928	1,14,87,09,280
(c) Votes with dissent	10	2,28,10,769	22,81,07,690



Details of Poll at AGM & remote e-voting for Resolution No.-4 are as under:

D1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	62	15,470	1,54,700
b) Less: Invalid Votes	1	1	10
c) Net Valid votes cast	61	15,469	1,54,690
d) Votes with assent	58	3,580	35,800
e) Votes with dissent	3	11,889	1,18,890

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
(a) Total votes received	70	13,76,81,972	1,37,68,19,720
(b) Less: Abstained Votes	2	1,28,18,381	12,81,83,810
(c) Net Valid votes cast	68	12,48,63,591	1,24,86,35,910
(b) Votes with Assent	53	7,59,26,569	75,92,65,690
(c) Votes with dissent	15	4,89,37,022	48,93,70,220



Details of Poll at AGM & remote e-voting for Resolution No.-5 are as under:

E1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	62	15,470	1,54,700
b) Less: Invalid Votes	1	1	10
c) Net Valid votes cast	61	15,469	1,54,690
d) Votes with assent	58	3,580	35,800
e) Votes with dissent	3	11,889	1,18,890

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Total votes received	70	13,76,81,972	1,37,68,19,720
(b) Less: Abstained Votes	3	450	4,500
(c) Net Valid votes cast	67	13,76,81,522	1,37,68,15,220
(b) Votes with Assent	52	8,87,44,500	88,74,45,000
(c) Votes with dissent	15	4,89,37,022	48,93,70,220



Details of Poll at AGM & remote e-voting for Resolution No.-6 are as under:

F1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	62	15,470	1,54,700
b) Less: Invalid Votes	1	1	10
c) Net Valid votes cast	61	15,469	1,54,690
d) Votes with assent	57	300	3,000
e) Votes with dissent	4	15,169	1,51,690

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Total votes received	70	13,76,81,972	1,37,68,19,720
(b) Less: Abstained Votes	2	250	2,500
(c) Net Valid votes cast	68	13,76,81,722	1,37,68,17,220
(b) Votes with Assent	52	7,59,22,255	75,92,22,550
(c) Votes with dissent	16	6,17,59,467	61,75,94,670

