

September 11, 2017

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 EQ

Scrip Code: 532915

Subject: Declaration of Postal Ballot Result under Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Dear Sir(s),

We would like to inform you that an approval of the shareholders of the Company was sought on investment to be made by the Company in Religare Capital Markets Limited (RCML), Subsidiary of the Company, by way of subscription of shares of RCML, by passing Special Resolution through Postal Ballot Notice dated July 26, 2017.

Post receipt of the Scrutinizer Report, results of the Postal Ballot Notice dated July 26, 2017 has been declared today at 6:15 P.M. at the Registered office of the Company i.e. 2<sup>nd</sup> Floor, Rajlok Building, 24, Nehru Place, New Delhi - 110019. The aforesaid resolution was passed with requisite majority after ignoring the 2,75,68,309 shares and the votes cast thereon which are a subject matter of the suit being Comm. CS (L) No. 486 of 2017 filed by IDBI Trusteeship Services Ltd. before the Hon'ble Bombay High Court.

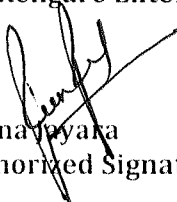
Accordingly, pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, details of voting results in the prescribed format along with Scrutinizer's Report are attached herewith.

This is for your information and record.

Thanking You,

Yours faithfully,

For Religare Enterprises Limited

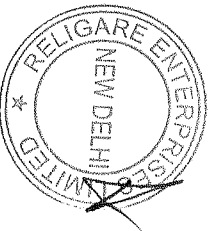
  
Reena Tyara  
Authorized Signatory



AS PER REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015  
DETAILS OF VOTING RESULTS

Name of the Company	Religare Enterprises Limited							
Date of the Postal Ballot	Notice dated July 26, 2017 (Voting start date: August 11, 2017 (09:00 AM) and voting end date: September 9, 2017 till 05:00 PM)							
<b>Total number of shareholders on record date</b>	<b>28033</b>							
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable							
Promoters and Promoter Group:	Not Applicable							
Public:	Not Applicable							
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable							
Promoters and Promoter Group:	Not Applicable							
Public:	Not Applicable							
Resolution No. 1	Approval of Related Party Transaction in form of investment upto Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) in Religare Capital Markets Limited, Subsidiary Company.							
Resolution required: (Ordinary/ Special)	Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. They have not voted on the Resolution.							
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	0	0	0	0	0
	Poll	84,163,059	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>84,163,059</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-Voting		9,976,282	27.81	4,780	9,971,502	0.04791	99.9521
	Poll	35,873,240	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>35,873,240</b>	<b>9,976,282</b>	<b>27.81</b>	<b>4,780</b>	<b>9,971,502</b>	<b>0.04791</b>	<b>99.9521</b>
Public Non Institutions*	E-Voting		12,711,842	21.76	12,588,083	123,759	99.03	0.97
	Poll	58,418,949	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Postal Ballot (if applicable)		65,833	0.113	65,833	0	100	0
	<b>Total</b>	<b>58,418,949</b>	<b>12,777,675</b>	<b>21.87</b>	<b>12,653,916</b>	<b>123,759</b>	<b>99.03</b>	<b>0.97</b>
<b>Total</b>		<b>178,455,248</b>	<b>22,753,957</b>	<b>12.75</b>	<b>12,658,696</b>	<b>1,00,095,264</b>	<b>55.63</b>	<b>44.37</b>

\*The voting result has been prepared ignoring the 2,75,68,309 shares held by the Defendants (i.e. shares held by SGGD Projects Development Private Limited, Bestest Developers Private Limited and Ms. Shobnam Dhillon) and the votes cast thereon which are a subject matter of the suit being Comm. CS (L) No. 486 of 2017 filed by IDBI Trusteeship Services Ltd. before the Hon'ble Bombay High Court.



**Report of Scrutinizer**

To,  
**The Chairperson**  
**Religare Enterprises Limited**  
(CIN: L74899DL1984PLC146935)  
2<sup>nd</sup> Floor, Rajlok Building, 24,  
Nehru Place, New Delhi - 110019

Dear Sir,

**Subject: Postal ballot – Scrutinizer’s Report on result of Postal Ballot & E-Voting**

Pursuant to the resolution passed by the Board of Directors of the Company on July 26, 2017, I, Nitesh Latwal, Partner, PI & Associates, Practising Company Secretaries was appointed as a Scrutinizer to receive, process and scrutinize the postal ballot process including voting through electronic means in a fair and transparent manner pursuant to Section 108 & 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 in respect of below-mentioned resolution to be passed by members of the Company through postal ballot and remote e- voting facility provided by Karvy Computershare Pvt. Ltd. (“KARVY”), Authorized Agency to provide E-voting facility.

<b>Special Business</b>	
<b><u>ITEM No. 1</u></b>	Approval of Related Party Transaction in form of investment upto Rs. 500, 00, 00,000/- (Rupees Five Hundred Crores only) in Religare Capital Markets Limited, Subsidiary Company.

I hereby submit my report as under:

1. The Company has on August 10, 2017 completed the dispatch/ sending of emails of Notice of Postal Ballot dated July 26, 2017, Postal Ballot Form along with postal prepaid business reply envelope to its members whose names appeared on the Register of Members/ List of Beneficiaries as on July 28, 2017 “cut - off date”.

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CORPORATE OFFICE

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LOCATIONS

Hyderabad | Trivandrum | Vadodara

2. The Company had published an advertisement regarding completion of dispatch of postal ballot notice and other related papers in English Daily "The Financial Express" and in Hindi Daily "Jansatta" on August 11, 2017.
3. The shareholders of the Company had the option to vote either through the postal ballot forms or through the e-voting facility. Shareholders who opted for e-voting facility, casted their votes on the designated website 'https://evoting.karvy.com via KARVY e-voting platform.
4. The physical Postal Ballots received by post/courier/by hand were kept under my safe custody in sealed form before commencing the scrutiny of such postal ballot forms and the voting through ballots was updated on voting platform of the KARVY. The e-voting was maintained by KARVY in electronic registry.
5. I monitored the process of electronic voting through the scrutinizer's secured link provided by KARVY on the designated website.
6. The e-voting was unblocked on Saturday, September 9, 2017 after 05:00 P.M.
7. All postal ballot forms received and e-votes cast up to 05.00 P.M. on Saturday, September 9, 2017 i.e. the last date and time fixed by the Company for receipt of the postal ballot forms were considered.
8. I have received only one postal ballot in physical form and after unblocking e-voting mechanism, have also generated e-voting report from KARVY which have been entered in a separate Register maintained for the purpose.
9. The postal ballot form and electronic votes were matched with the Register of Members of the Company as on "cut - off date" i.e. July 28, 2017 which was provided by the KARVY.
10. I did not find any defaced or mutilated ballot papers/forms.
11. The total issued & paid up Equity Share Capital of the Company as on Friday, July 28, 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. 10/- (Rupees Ten only) each.

12. Please take note that a suit (Comm. CS (L) No. 486 of 2017) has been filed before Hon'ble High Court at Judicature at Bombay by IDBI Trusteeship Services Limited (Plaintiff) against SGGD Projects Development Private Limited, Bestest Developers Private Limited and Ms. Shabnam Dhillon (Collective referred to as Defendants No 1, 2 and 3) and other defendants, challenging the voting rights of Defendants No 1, 2 and 3 with respect to 2,75,68,309 equity shares of the Company held by them and pledged to IDBI Trusteeship Services Limited. In the said matter, as per the directions dated September 11, 2017 of Hon'ble High Court, Bombay, votes casted with respect to 2, 75, 68,309 equity shares held by the Defendant No 1, 2 and 3 have not been considered while preparing the results of the postal ballot.

#### **A. VOTING BY POSTAL BALLOT**

##### **ITEM No. 1: Ordinary Resolution**

<b>Ordinary Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>Postal-Ballot</b>	<b>e-Votes</b>	<b>Total</b>	
Assent	65,833	12,592,863	12,658,696	55.63
Dissent	Nil	10,095,261	10,095,261	44.37
Total	65,833	22,688,124	22,753,957	100

The detailed break up of voting through e-voting and postal ballot forms in respect of the Resolution is enclosed with this report & marked as 'Annexure A'.

Therefore, the above-mentioned Ordinary Resolution has been passed with requisite majority.

13. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairperson of the Company.



14. You may accordingly declare the result of the voting by Postal Ballot and E-Voting.

For PI and Associates  
Company Secretaries



  
Nitesh Latwal  
Partner

ACS No: A32109, C.P. – 16276

Countersigned by



Malvinder Mohan Singh  
Chairperson

Date: September 11, 2017

Place: New Delhi

## Annexure A

Assent / Dissent	Number of ballot received	Number of votes cast by them	% of total number of valid votes cast	Remarks	
<b>(i) Voted in favor of the Resolution</b>					
Physical Ballot	1	65,833	0.289	Resolution is passed with requisite majority	
E – Voting	48	12,592,863	55.494		
<b>Total (A)</b>	<b>49</b>	<b>12,658,696</b>	<b>55.63</b>		
<b>(ii) Voted against the Resolution</b>					
Physical Voting	Nil	Nil	0		
E – Voting	6	10,095,261	44.37		
<b>Total (B)</b>	<b>6</b>	<b>10,095,261</b>	<b>44.37</b>		
<b>Grand Total (A) + (B)</b>	<b>55</b>	<b>22,753,957</b>	<b>100</b>		
(iii) Invalid vote	Nil	Nil	Nil		
(iv) Abstain Voting	1	6	0		



*Witness*