

October 18, 2018

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: Declaration of Postal Ballot Result - Re-classification of Promoters & Promoters Group**

Dear Sir(s),

In continuation of our earlier announcements in the matter, we would like to inform you that approval of shareholders of the Company was sought for the following resolution by passing an Ordinary Resolution through Postal Ballot Notice dated September 06, 2018:

- Re-Classification of existing Promoters and Promoters Group of the Company

Post receipt of the Scrutinizer Report, results of the Postal Ballot Notice dated September 06, 2018 has been declared today at 4:00 P.M. at the Registered office of the Company i.e. 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi - 110019. The said resolution was passed with requisite majority.

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

Further, the Company and its subsidiaries (wherever applicable) will be making necessary applications to Stock Exchanges/SEBI/Regulators for necessary approval in this regard.

This is for your information and record.

Thanking You,

Yours faithfully,  
For **Religare Enterprises Limited**

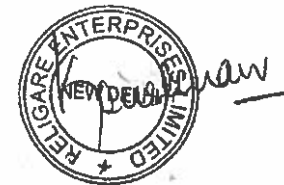
  
**Reena Jayara**  
Company Secretary



**Encl: As above**

Company Name	RELIGARE ENTERPRISES LIMITED
Date of the Postal Ballot	Postal Ballot Notice Dated September 6, 2018. Voting Start date : September 18, 2018 (9.00 A.M. IST) and Voting end Date : October 17, 2018 (5.00 P.M. IST)
Total number of shareholders on record date	54045
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	N.A
Public:	N.A
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	N.A
Public:	N.A

Resolution required: (Ordinary/ Special)		ORDINARY - Approval on the re-classification of existing Promoters and Promoter Group of the Company to Public Category							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes.							
Category	Mode of Voting	No. of shares held (A)	No. of votes polled (B)	% of Votes Polled on outstanding shares (B) / (A) * 100	No. of Votes - in favour (C)	No. of Votes - against (D)	% of Votes in favour on votes polled (C) / (B) * 100	% of Votes against on votes polled (D) / (B) * 100	
Promoter and Promoter Group	E-Voting	2266754	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
Public- Institutions	E-Voting	77689720	49054831	63.1420	49054831	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	132511562	41620005	31.4086	37775540	3844465	90.7629	9.2371	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
Total		212468616	96674836	44.8758	86650671	2844465	95.7692	4.2358	





**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 - 110 019

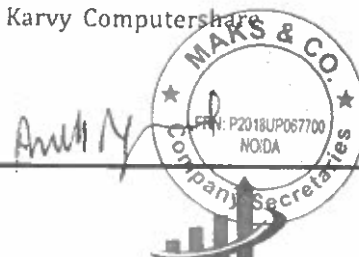
**Subject: Postal Ballot - Scrutiniser Report on result of Postal Ballot & E-voting**

Dear Sir/Madam,

Pursuant to the resolution passed by the Board of Directors of Religare Enterprises Limited ("the Company") on September 6, 2018, 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 through electronic means in a fair and transparent manner pursuant to provisions of Section(s) 110 and 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 w.r.t. the below mentioned Ordinary Resolution to be passed by the members of the Company through Postal Ballot and remote e-Voting facility provided by Karvy Computershare Private Limited, Authorised Agency to provide e-voting facility.

S. No.	Type of Resolution	Particulars
1	Ordinary Resolution	The Re-classification of existing Promoters and Promoters Group of the Company

1. In connection with the above referred matter I submit my report as under:
  - 1.1 The Company has completed the dispatch of Notice of Postal Ballot forms along with postal prepaid business reply envelopes through registered post or through electronic mode i.e. E-mails on September 17, 2018, to the members, whose name appeared on the register of members/ list of beneficiaries on Friday, September 7, 2018 ("Cut-Off Date")
  - 1.2 The Company had published an advertisement regarding completion of dispatch of Postal Ballot notice in English Daily "The Financial Express" and in Hindi Daily "Jansatta" on September 18, 2018
  - 1.3 The Shareholders of the Company had 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 i.e. <https://evoting.karvy.com> via Karvy Computershare Private Limited ("Karvy Computershare") E-voting platform.





- 1.4 The e-voting period commenced on Tuesday, September 18, 2018 (9.00 A.M. IST) and end on Wednesday, October 17, 2018 (5.00 P.M. IST) via e-voting Platform on the designated website of Karvy Computershare, Authorized Agency to provide E-voting facility, viz. <https://evoting.karvy.com>, E-Voting facility was blocked forthwith thereafter.
- 1.5 Particulars of the Postal Ballot forms received by post/courier/by hand from the shareholders and the votes cast by the electronic mode have been entered in a separate Register prepared and maintained for the purpose.
- 1.6 No Postal Ballot Forms were received from the shareholders up to the close of working hour (i.e. 5:00 pm) on Wednesday, October 17, 2018.
- 1.7 The E-votes were opened on, Wednesday, October 17, 2018 after 5:00 pm in my presence and in the presence of two witnesses, Mr. Shailesh Kumar R/o House No. 23, J Extension, First Floor, Laxmi Nagar, Delhi -110 092 and Ms. Ojasvi Jain, 18/30A, Street No. 2, South Ganesh Nagar, Delhi 110 092, both not in the employment of the Company and have signed below in confirmation of votes being unblocked in their presence.

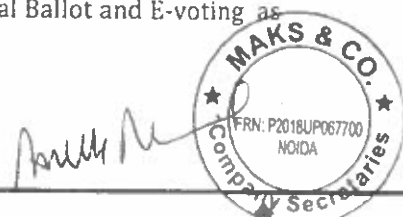
*Shailesh*

Shailesh Kumar Singh

*Ojasvi Jain*

Ojasvi Jain

- 1.8 The Postal Ballot received and E-votes cast up to the close of working hour (i.e. 5:00 pm) on Wednesday, October 17, 2018 being the last date and time fixed by the Company for the receipt of the forms were considered for my scrutiny.
  - 1.9 Envelopes containing Postal Ballot forms received after 5:00 pm on Wednesday, October 17, 2018 were not considered for my scrutiny.
  - 1.10 The total issued and paid up Equity Share Capital of the Company as on Friday, September 7, 2018 ("Cut-Off Date") was Rs. 2,12,46,80,360/- (Two Hundred and Twelve Crore Forty Six Lakh Eighty Thousands Three Hundred Sixty) divided into 21,24,68,036 (Twenty One Crore Twenty Four Lakh Sixty Eight Thousand and Thirty Six) Equity Shares of Rs. 10/- (Rupees Ten only) each.
  - 1.11 The registers 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.
2. In accordance with the basis of acceptance and rejection (as per Annexure - A), and on proper scrutiny of all the ballot papers, I report the results of Postal Ballot and E-voting as under:





**Details of Total Voting (Postal Ballot and Remote E-voting)**

Particulars	Ordinary Resolution			Percentage of total valid votes casted
	Number of Valid Votes			
	Postal-Ballot	e-Votes	Total	
Assent	Nil	8,68,30,371	8,68,30,371	95.76%
Dissent	Nil	38,44,465	38,44,465	4.24%
Total	Nil	9,06,74,836	9,06,74,836	100%

Note: 3 (Three) Shareholders holding 16,03,160 (Sixteen Lakh Three Thousand One Hundred Sixty) Equity Shares who were abstained from remote E-voting on the Resolution

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

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

(i) The above Ordinary Resolution passed by the Company through Postal Ballot is passed by the Shareholders as Ordinary Resolution under the Companies Act, 2013;

(ii) I confirm that the complete Postal Ballot voting process has been conducted in a fair and transparent manner.

3. You may accordingly declare the results of the voting by Postal Ballot and e-voting

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



*Ankush Agarwal*

Ankush Agarwal  
Membership No: F9791  
Certificate of Practice No: 14486

Countersigned by

*K. Prithwan*  
Authorized Signatory



Date: October 18, 2018  
Place: Noida





**Annexure - A**

**BASIS OF ACCEPTANCE**

**A. PHYSICAL BALLOT FORM:**

Considering the fact that no Postal Ballot Forms were received from the shareholders up to the close of working hour (i.e. 5:00 pm) on Wednesday, October 17, 2018 and therefore determination of basis of acceptance of Postal Ballot was not required.

**B. VOTING THROUGH REMOTE E-VOTING:**

Shareholder has voted only through Remote E-voting.

**BASIS OF REJECTION**

**A. PHYSICAL BALLOT FORM:**

Considering the fact that no Postal Ballot Forms were received from the shareholders up to the close of working hour (i.e. 5:00 pm) on Wednesday, October 17, 2018 and therefore determination of basis of rejection of Postal Ballot was not required.

**B. VOTING THROUGH REMOTE E-VOTING:**

Shareholder who has voted by Physical Ballot Form then e-voting would be treated as 'Invalid'.





**Annexure-B**

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

<b>A1. VOTING THROUGH E-VOTING:</b>				
Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total votes received	75	9,22,77,996	92,27,79,960	43.431
(b) Less: Abstained	3	16,03,160	1,60,31,600	0.755
(c) Net Valid Votes	72	9,06,74,836	90,67,48,360	42.676
(d) Votes with Assent	65	8,68,30,371	86,83,03,710	40.867
(e) Votes with dissent	7	38,44,465	3,84,44,650	1.809

<b>A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:</b>				
Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total votes received	Nil	Nil	Nil	Nil
(b) Less: Invalid Votes	Nil	Nil	Nil	Nil
(c) Net Valid Votes	Nil	Nil	Nil	Nil
(d) Votes with assent	Nil	Nil	Nil	Nil
(e) Votes with dissent	Nil	Nil	Nil	Nil

*Anil K. Mehta*