

September 20, 2018

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

Scrip Code: 532915

Sub: Proceedings of the 34th Annual General Meeting held on September 20, 2018

Dear Sir(s),

This is in continuation of our earlier communication dated August 23, 2018. In this regard, we would like to inform you that the 34th Annual General Meeting ("**AGM**") of Religare Enterprises Limited ("**the Company**") was held on Thursday, September 20, 2018 at 11:30 A.M. (IST) at Sri Sathya Sai International Centre, Pragati Vihar , Lodhi Road, New Delhi - 110003, to transact the businesses as stated in the AGM notice dated August 01, 2018, convening the AGM.

In this regard, please find attached herewith the proceeding of the AGM of the Company as required under Regulation 30 read with Part A of the Schedule - III of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") as **Annexure - I**.

Furthermore, pursuant to Regulation 44 of the SEBI Listing Regulations read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, voting results of the businesses transacted at the AGM along with report of the scrutinizer shall be submitted in due course of time.

This is for your information and records.

Thanking You,

For Religare Enterprises Limited



Reena Jayara
Company Secretary



Encl.: As above

Annexure - I**Proceeding of the 34th Annual General Meeting of Religare Enterprises Limited**

The 34th Annual General Meeting (“AGM”) of the Company was held on Thursday, September 20, 2018 at 11:30 A.M. (IST) at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003.

Mrs. Vijayalakshmi Rajaram Iyer, Non-Executive Independent Director of the Company presided over the meeting and welcomed the members to the AGM. The Chairperson declared the Meeting as validly convened on the basis of advice received from the Company Secretary that the requisite quorum as per Companies Act, 2013 (“Act”) read with Articles of Association of the Company, was fulfilled and present.

The Chairperson of the said meeting, who also holds chairmanship in the Audit & Governance Committee, introduced the directors sitting on the dais & informed the shareholders that Mr. Malay Kumar Sinha, Non-Executive Independent Director and Chairperson of Nomination & Remuneration Committee and Mrs. Sabina Vaisoha, Chairperson of Stakeholders’ Relationship Committee were present to answer the queries of the Members.

The Chairperson then informed the members that in pursuant to the applicable provision of the Act, 2013, Rules enacted thereunder read with the SEBI Listing Regulations and Secretarial Standard - II issued by the Institute of Company Secretaries of India on General Meetings (“SS-II”), the Company has provided remote e-voting facility to the members to cast their vote on AGM agenda items between Monday, September 17, 2018 (9.00 A.M. IST) to Wednesday, September 19, 2018 (5.00 P.M. IST) in proportion to their shareholding as on cut-off date i.e. September 13, 2018. Further, she also informed that the members, who have not casted their vote via remote e-voting can vote via polling paper at the AGM.

She further informed that Mr. Devesh Kumar Vashisht, Partner (C.P. No. 13700) of M/s. Sanjay Grover & Associates, Practicing Company Secretaries was appointed as the Scrutinizer for conducting the remote e-voting and voting through Polling Paper in a fair & transparent manner and submit his report on all resolutions stated in the AGM notice dated August 01, 2018 read with the Corrigendum dated September 11, 2018 published in Newspapers (‘Financial Express and Jansatta’).

The Chairperson informed the members that there were certain qualifications / observations made by Statutory Auditors in the Standalone & Consolidated Auditor’s Report and in the Secretarial Audit Report. She read out the qualifications / observations made by the Auditors along with the Management response thereon.

Then the Chairperson read out the businesses to be transacted at the AGM. As per notice dated August 01, 2018, convening the AGM of the Company, the following businesses were being transacted at the AGM:

1. Adoption of 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, 2018;
2. Appointment of Mrs. Sabina Vaisoha (DIN 00207306) as Non-Executive Independent Director;
3. Appointment of Mr. Vikram Talwar (DIN 00416236) as Non-Executive Independent Director.



On the above resolution, the Chairperson informed that Mr. Vikram Talwar, Non-Executive Independent Director had intimated the Company that he is not giving his consent to be nominated as member of the Board of Directors of the Company at the end of his term on September 20, 2018. In light of the same, Resolution No. 3 stands infructuous.

She further apprised that the above information has also been submitted to stock Exchanges (NSE and BSE Limited) on September 01, 2018. Further a Corrigendum to the Notice of AGM relating to Resolution No. 3 has also been published in Newspapers ('Financial Express and Jansatta') dated September 11, 2018.

4. Appointment of Mrs. Vijayalakshmi Rajaram Iyer (DIN 05242960) as Non-Executive Independent Director;
5. Appointment of Mr. Malay Kumar Sinha (DIN 08140223) as Non-Executive Independent Director;
6. Appointment of Mr. Sushil Chandra Tripathi (DIN 00941922) as Non-Executive Independent Director;
7. Appointment of Mr. Krishan Subramanian (DIN 08038047) as Whole Time Director (in the capacity of Director – Finance) for a period of three consecutive years;
8. Raising of funds through issue of Non-Convertible Debentures aggregating upto Rs. 500 Cr on private placement basis;
9. Ratification of payment of remuneration to Mr. Subramanian Lakshminarayanan (DIN: 02808698) as Executive Chairman of the Company;
10. Ratification of payment of remuneration to Mr. Francis Daniel Lee (DIN: 07870495) as Executive Director of the Company;
11. Noting of disclosure of beneficial ownership of Bay Capital Investments Ltd.

Members present were given the opportunity to ask questions and seek clarifications. Post question and answer session, the Chairperson thereafter thanked the Members present at the meeting and concluded the meeting by authorizing the Mr. Devesh Kumar Vashisht, the Scrutinizer appointed for the Poll, to take over the Poll proceedings and submit his report thereon. She informed the members that the voting results will be made available at the website of the Company and Agency within 48 hours of the Conclusion of the meeting.

Thanking You,
For Religare Enterprises Limited


Reena Jayara
Company Secretary

