

August 9, 2016

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

**BSE Limited  
Corporate Services  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400001**

**Scrip Symbol: RELIGARE EQ**

**Scrip Code: 532915**

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

Dear Sir,

We would like to inform you that the 32<sup>nd</sup> Annual General Meeting ("AGM") of the Company is scheduled to be held on following Monday, September 05, 2016, at 4.00 P.M. at Air Force Auditorium, Subroto Park, New Delhi - 110010. Notice of AGM is attached herewith for your reference.

Further, relating to the AGM of the Company you are requested to take on record the following:

1. For the purpose of exercising e-voting facility, the cut - off date shall be Monday, August 29, 2016.
2. The register of Members and the Share Transfer Books shall remain closed from Monday, August 29, 2016 to Monday, September 05, 2016 (both days inclusive).

Thanking you,

Yours truly,

For **Religare Enterprises Limited**



**Mohit Maheshwari  
Company Secretary**



**RELIGARE ENTERPRISES LIMITED****Registered Office: D3, P3B, District Centre, Saket, New Delhi - 110017****CIN No. - L74899DL1984PLC146935****Phone : +91-11-39125000, Fax No. : +91-11-39126117****E-mail: investorservices@religare.com/website: www.religare.com****NOTICE**

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting (“**AGM**”) of Religare Enterprises Limited (“**the Company**”) will be held on **Monday, September 05, 2016 at 4.00 P.M. at Air Force Auditorium, Subroto Park, New Delhi - 110010**, 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, 2016 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, 2016 and the report of the Auditors thereon.
2. To appoint a Director in place of Mr. Monish Kant Dutt (DIN: 06481161), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of 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(1) and Section 142(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, as amended from time to time, appointment of M/s Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E), be and is hereby ratified by the members of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 33<sup>rd</sup> AGM of the Company to be held in the year 2017, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS**

4. 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 other Committee of the Board) of the Company to offer or invite subscriptions for secured/unsecured redeemable non-convertible debentures, in one or more series/tranches, aggregating up to ₹1,250 Crore (Rupees One Thousand Two Hundred Fifty Crores) in addition to the existing outstanding debentures, on private placement basis, 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.”

5. 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 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, Mr. Malvinder Mohan Singh (DIN 00042981), who was appointed as an Additional Director and also designated as Non-Executive Chairman w.e.f. July 29, 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 Director, be and is hereby appointed as Non-Executive Chairman of the Company not liable to retire by rotation.”

6. 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 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, Mr. Shivinder Mohan Singh (DIN 00042910), who was appointed as an Additional Director and also designated as Non-Executive Vice-Chairman w.e.f. July 29, 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 Director, be and is hereby appointed as Non-Executive Vice-Chairman of the Company not liable to retire by rotation.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** in continuance of earlier resolution (s) passed in this regard and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association & Schedule V to the said Act (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and subject to such other approval(s) or sanction(s) as may be required, consent of the members of the Company be and is hereby accorded for change in designation of Mr. Sunil Godhwani (DIN 00174831) from “Chairman & Managing Director” to “Whole Time Director & Chief Executive Officer”, liable to retire by rotation, for the remaining period of his tenure i.e. upto April 07, 2019.

**RESOLVED FURTHER THAT** all the other terms and conditions of his appointment including remuneration shall remain the same, during the remaining period of his tenure.

**RESOLVED FURTHER THAT** the Board (which includes Nomination and Remuneration Committee or any other Committee of the Board) be and is hereby authorized to do all such acts, matters, deeds, things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or officer as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.”

8. 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 152, 149 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. Rashi Dhir (DIN 06724601), who was appointed as an Additional Non- Executive Independent Director w.e.f. August 03, 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. August 3, 2016.”

**Place:** Noida

**Date:** August 03, 2016

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

Sd/-

**Mohit Maheshwari**  
**Company Secretary**  
**Membership No: A16914**



### Notes:

- 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.**
- 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.
- The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("**the Act**") in respect of the businesses at item No. 4 to 8 of the notice, is annexed hereto.
- The relevant details as required under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, of person seeking re-appointment as Director under Item No. 2, 5, 6 & 8 of the notice is also annexed hereto.
- The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, August 29, 2016 to Monday, September 05, 2016 (both days inclusive).
- Members/ Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
- 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.
- 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 to the Members at the AGM.
- 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.
- 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 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.
- Members desirous of seeking any information relating to the annexed Annual Audited Financial Statements of the Company for the financial year ended March 31, 2016, may write to the Company at GYS 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.
- 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 Register 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](mailto:einward.ris@karvy.com).
- In terms of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, soft copy of full Annual Report is being sent by electronic mode to those member whoes 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 32<sup>nd</sup> 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 32<sup>nd</sup> AGM and the Annual Report 2016 is also available on the Company's website: [www.religare.com](http://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](mailto:investorservices@religare.com) or may write to the Company at GYS 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 205A and 205C of the Companies Act, 1956, and pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 14, 2015 (date of last Annual General Meeting) on the website of the Company ([www.religare.com](http://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 2008 and not claimed within seven years from the date of transfer to the Company's Unpaid Unpaid Dividend Account, which was due to be transferred to the fund on October 24, 2015, has been transferred to the Investor Education and Protection Fund, pursuant to Section 205A of the Act Companies Act, 1956 within the prescribed time lines.

15. The Securities and Exchange Board of India (SEBI) 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 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 Obligation 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 cast 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 no. 2524 followed by Folio Number registered with the company
Password	In case 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: [scrutinizersga@gmail.com](mailto:scrutinizersga@gmail.com). 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 S. No.(i) to (xii) as mentioned in (A) above, to cast your vote.

**II. Other Instructions**

- (i) The remote e-voting period commences on Friday, September 02, 2016 (9.00 a.m. IST) and ends on Sunday,



September 04, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, August 29, 2016, 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. 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 share holders available at the download section of <https://evoting.karvy.com> or contact Mr. Varghese PA of Karvy Computer share Private Limited at 040-67161500 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 including e-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 a period not exceeding three (3) days from the conclusion of the AGM make a Consolidated Scrutinizer's Report of the total votes cast 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 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](http://www.religare.com)) and on Karvy's website (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions and communication of the same to BSE Limited and National Stock Exchange of India Limited, where securities of the Company Listed.

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

Sd/-

**Mohit Maheshwari**  
**Company Secretary**

**Membership No: A16914**

**Place:** Noida

**Date:** August 03, 2016





### **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

#### **ITEM NO.4**

##### **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, issuable/redeemable at par or premium as the case may be for an aggregate amount of ₹1,250 Crores in addition to the existing outstanding debentures.

Accordingly, consent of the members is sought for passing the Special Resolution in 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/their relatives of the Company is in any way concerned or interested, financially or otherwise in the above referred resolution.

#### **ITEM NO. 5 & 6**

##### **Appointment of Mr. Malvinder Mohan Singh as Non-Executive Chairman & Mr. Shivinder Mohan Singh as Non-Executive Vice-Chairman**

As a part of Board re-organization, on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company on July 29, 2016 appointed Mr. Malvinder Mohan Singh & Mr. Shivinder Mohan Singh, as Additional Directors on the Board of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act') read with Article 119 of the Articles of Association of the Company. Further, Mr. Malvinder Mohan Singh was designated as Non-Executive Chairman and Mr. Shivinder Mohan Singh was designated as Non-Executive Vice-Chairman.

In terms of the provisions of Section 161 of the Act, Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh will hold office up to the date of the ensuing Annual General Meeting. The Company has received notices in writing under the provisions of Section 160 of the Act, from a member along with a deposit of ₹1,00,000/- each proposing the candidature of Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh as Directors under the Act.

The Company has received all the requisite disclosures from Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh with respect to their appointment as Directors on the Board of the Company.

The Directors proposed, if appointed, shall not be liable to retire by rotation under the provisions of Section 152 of the Act.

##### **Brief Profiles of Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh are as below:**

**Mr. Malvinder Mohan Singh**, is a leading entrepreneur and one of the most recognizable names in the healthcare sector. Currently, Executive Chairman at Fortis Healthcare and Non-Executive Chairman at SRL Diagnostics, Malvinder laid the foundation for a world-class healthcare ecosystem in India.



As Executive Chairman, Fortis Healthcare Limited, he has strengthened the fabric of the organization, and enabled it to move ahead in realizing its purpose of saving and enriching lives and expanding access to high quality healthcare at Indian price points. He remains a strong believer in the India growth story, and under his leadership both Fortis and SRL are committed to transforming the Indian healthcare landscape by taking the next leap in clinical excellence and patient-centric care.

An intrinsic risk-taker and an optimistic entrepreneur, Malvinder is well-known for his ability to build businesses with impeccable focus on value creation and positive outcomes. He was instrumental in the creation and listing of the Religare Health Trust (RHT) on the Singapore Stock Exchange (SGX). With this vehicle, he created a perpetual source of funding for the business and helped Fortis to transition to an asset light business model. Previously, Malvinder was Chairman, MD and CEO of Ranbaxy Laboratories Ltd. and Chairman of the Board of Parkway Holdings. Through his strategic and bold business decisions he has helped unlock significant value for all shareholders in Ranbaxy, Parkway Holdings and Fortis' international assets.

To fulfill the dream of a healthy nation, Malvinder has sown the seeds for curative and preventive healthcare for the underprivileged through Fortis Charitable Foundation, where he is a founder trustee. He passionately supports programmes that lay focus on women and children along with initiatives related to disaster-relief.

Recognized as a successful, young business leader, Malvinder represents India on entrepreneurship and healthcare at the World Economic Forum (WEF). He has been the youngest and the only person from Asia to Chair the healthcare Governance Council at WEF. He was also a member of the first batch of the Young Global Leaders, an initiative by WEF. At present, Malvinder is a member of the Board of Visitors at the Fuqua School of Business (Duke University, USA). He is also the co-chair of the India-Malaysia CEO Forum, a member of the India-UK CEO's Forum and the India-Africa Business Council.

In India, Malvinder is Chairman of the Services Council of Confederation of India Industry (CII) and member of the National Council. He is also the Chairman of the Swastha Bharath Task Force, set up by Federation of Indian Chambers of Commerce & Industry (FICCI) that is working towards fulfilling the UN Sustainable Development Goals in healthcare.

As a healthcare entrepreneur, Malvinder has bagged numerous national and international awards over the last 15 years. A Doon School alumnus, Malvinder graduated in Economics honours from St. Stephen's College, Delhi University. Later, he went on to earn an MBA degree from Fuqua School of Business, Duke University in USA.

**Mr. Shivinder Mohan Singh**, currently the Non-Executive Vice Chairman of Fortis Healthcare, has had a distinguished career as an entrepreneur and business leader, who, in a short span of under two decades, transformed the way private healthcare is delivered and shaped its evolution as an important and credible partner in India's growth.

Shivinder was driven by the twin needs to create significant impact in the domain of healthcare delivery and by his vision, to bring world class standards of care delivery, at affordable prices, for the benefit of the people of India. His credo of "saving and enriching lives", on a foundation of clinical excellence and distinctive patient care, continued to guide the evolution of Fortis as it took its rightful place as an acknowledged leader in healthcare delivery. During his executive stewardship of the organization, Fortis used several innovative formats to achieve unprecedented growth, combined with an unrelenting focus on clinical quality and standardization. Shivinder, simultaneously, also created a powerful platform for community outreach and CSR that included focus on helping the girl child, provision of medicare to under privileged children and contributing actively to the alleviation of pain and suffering during natural disasters.

Shivinder has played a prominent leadership role on several prominent industry platforms, including FICCI and Nathealth. He is credited with conceptualizing and leading the formation of Nathealth, India's most prominent healthcare sector industry platform. He continues to be on the Board of Visitors of Duke University Business School, a Board Member of Aspen-Ananta Centre India, Governing Council Member of AIMA and member of the Advisory Board of AIESEC India, the world's largest student-run organisation and a platform for young people to explore and develop their leadership potential for a positive impact on society.

In September 2015, Shivinder, in response to a higher calling, took a personal decision to take on full-time responsibility of SEWA at a Spiritual organisation that he has been associated with since his childhood. To Shivinder this was a logical next step - from saving and enriching lives he was inspired to do more direct service and give back to society. Consequently, he stepped down from his executive role at Fortis and transitioned to a non-executive role, as Vice Chairman, on the board of the company.



### **Additional Information on Directors seeking appointment at the AGM :**

#### **A. Mr. Malvinder Mohan Singh**

1. **Name of Director seeking appointment:** Mr. Malvinder Mohan Singh
2. **Date of Birth/ Age:** November 27, 1972/ 43 Years
3. **Date of Appointment:** July 29, 2016
4. **Qualifications:**
  - MBA from Fuqua School of Business, Duke University, U.S.A. in the year 1998
  - Bachelor of Arts, Economics (Honours) from St. Stephen's College, University of Delhi, India in the year 1992
5. **Shareholding in the Company:** 11,123,525 Equity Shares of face value of ₹10/- each
6. **No. of Board Meetings attended during the year:** N.A.
7. **Terms and Conditions of appointment:** Mr. Malvinder Mohan Singh will not be liable to retire by rotation.
8. **Directorship held in other Companies as on date:**
  - i. Fortis Healthcare Limited
  - ii. Oscar Investments Limited
  - iii. Fortis Healthcare Holdings Private Limited
  - iv. Fortis Clinical Research Limited
  - v. Ligare Voyages Limited
  - vi. RHC Holding Private Limited
  - vii. SRL Limited
  - viii. Malav Holdings Private Limited
  - ix. Luxury Farms Private Limited
  - x. Vistas Realtors Private Limited
  - xi. RHC Finance Private Limited
  - xii. Fortis Healthcare International Pte. Limited
  - xiii. Fortis Global Healthcare (Mauritius) Limited
  - xiv. Fortis Asia Healthcare Pte Ltd
  - xv. RHC Holding Pte Ltd.
  - xvi. Fortis Healthcare India Holdings Pte Ltd
  - xvii. Shimal Healthcare Private Limited



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

S. No	Name of Company	Name of Committee	Designation (Chairman/Member)
1	Fortis Healthcare Limited	Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
2	Oscar Investments Limited	Audit Committee	Member
		Stakeholder Relationship Committee	Member
		Corporate Social Responsibility Committee	Chairman
3	SRL Limited	Finance Committee	Chairman
		Corporate Social Responsibility Committee	Member
4	RHC Finance Private Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Chairman
		Asset Liability Management Committee	Member
		Risk Management Committee	Member
		Nomination & Remuneration Committee	Member
5	RHC Holding Private Limited	Audit Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Risk Management Committee	Chairman
		Nomination & Remuneration Committee	Chairman
		Asset Liability Management Committee	Member
6	Fortis Healthcare Holdings Private Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
		Asset Liability Management Committee	Member
		Risk Management Committee	Member
		Nomination & Remuneration Committee	Member

10. **Relationship with other Directors**

Mr. Malvinder Mohan Singh is relative of Mr. Shivinder Mohan Singh (whose appointment is proposed herein above) and Mr. Harpal Singh (existing Board member).



## AGM Notice

### B. Mr. Shivinder Mohan Singh

1. **Name of Director seeking appointment:** Mr. Shivinder Mohan Singh
2. **Date of Birth / Age:** July 21, 1975/ 41 Years
3. **Date of Appointment:** July 29, 2016
4. **Qualifications:**
  - Master In Healthcare Sector Management from Fuqua School of Business, Duke University, U.S.A. in the year 2000
  - Bachelor of Arts, Mathematics (Honours) from University of Delhi, India in the year 1996
5. **Shareholding in the Company:** 10,876,602 Equity Shares of face value of ₹10/- each
6. **No. of Board Meetings attended during the year:** N.A.
7. **Terms and Conditions of appointment:** Mr. Shivinder Mohan Singh will not be liable to retire by rotation.
8. **Directorship held in other Companies as on date:**
  - i. Fortis Healthcare Limited
  - ii. Oscar Investments Limited
  - iii. SRL Limited
  - iv. Fortis Healthcare Holdings Private Limited
  - v. Fortis Clinical Research Limited
  - vi. Ligare Voyages Limited
  - vii. RHC Holding Private Limited
  - viii. Shivi Holdings Private Limited
  - ix. Greenview Buildtech Private Limited
  - x. R.C. Nursery Private Limited
  - xi. RHC Finance Private Limited
  - xii. Uvak Artworks Private Limited
  - xiii. RHC Holding Pte Ltd.
  - xiv. Fortis Healthcare India Holdings Pte Ltd
  - xv. Shimal Healthcare Private Limited

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

S. No	Name of Company	Name of Committee	Designation (Chairman/Member)
1	Oscar Investments Ltd	Risk Management Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
2	SRL Limited	Finance Committee	Member
3	Fortis Healthcare Holdings Private Ltd	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
		Asset Liability Management Committee	Member
		Risk Management Committee	Member
		Nomination & Remuneration Committee	Member



S. No	Name of Company	Name of Committee	Designation (Chairman/Member)
4	RHC Holding Private Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
		Asset Liability Management Committee	Member
		Risk Management Committee	Member
		Nomination & Remuneration Committee	Member
5	RHC Finance Private Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
		Asset Liability Management Committee	Member
		Risk Management Committee	Member
		Nomination & Remuneration Committee	Member

#### 10. Relationship with other Directors :

Mr. Shivinder Mohan Singh is relative of Mr. Malvinder Mohan Singh (whose appointment is proposed herein above).

Mr. Malvinder Mohan Singh is relative of Mr. Shivinder Mohan Singh (whose appointment is proposed herein above) and Mr. Harpal Singh (existing Board member). Further, Mr. Shivinder Mohan Singh is relative of Mr. Malvinder Mohan Singh (whose appointment is proposed herein above). Apart from this, no other director, key managerial personnel or their relatives is concerned or interested, financial or otherwise in the above resolutions.

The Board recommends the resolution as mentioned at item no. 5 & 6 above for approval of the Members by way of Ordinary Resolutions.

#### ITEM NO. 7

##### Re-designation of Mr. Sunil Godhwani as Whole-Time Director & CEO

Mr. Sunil Godhwani was appointed as Chairman & Managing Director w.e.f. April 08, 2016 for a period of 3 years i.e. upto April 07, 2019. Shareholders approved the said appointment by way of Special Resolution on June 18, 2016 through postal ballot, result of which was declared on June 20, 2016.

As mentioned herein above, as a part of Board re-organization, on the recommendation of Nomination and Remuneration Committee, Board in its meeting held on July 29, 2016 has re-designated Mr. Sunil Godhwani as Whole-Time Director & CEO of the Company for his remaining tenure i.e. upto April 7, 2019, subject to shareholders approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Sunil Godhwani 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. 7 above for approval of the Members by way of Special Resolution.

#### ITEM NO. 8

##### Appointment of Mr. Rashi Dhir as Non-Executive Independent Director

Pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in case Promoter or any person related to the Promoters of the Company is Non-Executive Chairman of the Company then at least half of the Board shall consist of independent directors.

To meet the aforesaid requirement, on the recommendation of Nomination & Remuneration Committee the Board of Director of the Company has appointed Mr. Rashi Dhir as Additional Non-Executive Independent Director for a term of 5 consecutive years w.e.f. August 3, 2016, subject to the approval of shareholders of the Company.



The Company has received all the requisite disclosures from Mr. Rashi Dhir with respect to their appointment as Non-Executive Independent Director along with 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. Rashi Dhir. Further, in opinion of the Board, Mr. Rashi Dhir fulfills the conditions specified in the Companies Act, 2013 relating to the appointment as Independent Director.

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

**Brief Profile of Mr. Rashi Dhir is as follows:**

Mr. Rashi Dhir is a Senior Partner at DMD Advocates and heads the Firm's Corporate and Tax Transactional Group. With twenty two years of corporate transactional experience, Mr. Dhir brings a unique blend of business thinking and strategy to structuring, negotiating and closing complex commercial and corporate transactions.

Mr. Dhir advises multi-national companies, including a number of Fortune 500 companies, private equity funds, financial institutions and business houses globally and in India in areas pertaining to mergers and acquisitions, joint ventures, investments, asset management (private equity funds and hedge funds), project financing, corporate restructuring, structured investments, securitization, structured finance, capital markets and general corporate matters.

Mr. Dhir's background in economics, accountancy and finance brings a practical and risk based holistic approach to the practice of law which seamlessly and effectively combines the litigation, tax and corporate talent and strength of the firm to deliver the best solution to its clients.

Mr. Dhir has worked with clients to create risk management systems, and legal and compliance infrastructures and has assisted clients to develop first of its kind financial products and structures. His problem solving skills as a business lawyer have led him to be a successful mediator of complex commercial and corporate disputes without going through protracted litigation.

Mr. Dhir earned his LL.M. from Harvard Law School, Boston, USA and his LL.B. from Delhi University, India. He is an active member of USIBC and co-chairs the Tax Committee of USIBC.

As part of the Board of Directors of number of companies in the USA and India, Mr. Dhir advises directors and senior management on various issues pertaining to corporate law and compliance, and assists in creating drawing business and legal strategies.

Mr. Dhir worked for over fifteen years in New York; first as a senior member of the Global Financial Products Group of Clifford Chance in New York and then as a Managing Director and General Counsel for leading financial institutions. Mr. Dhir's transactional experience ranges over multiple jurisdictions: United States, India ASPAC, Europe and South America.

**Additional Information for seeking appointment at the AGM:**

1. **Name of Director seeking appointment:** Mr. Rashi Dhir
2. **Date of Birth/ Age:** July 17, 1969/ 47 Years
3. **Date of Appointment:** August 03, 2016
4. **Qualifications:**
  - LL.B. from Delhi University, India
  - LL.M. from Harvard Law School, Boston, USA
  - BA Economics (Honours)
5. **Shareholding in the Company:** Nil
6. **No. of Board Meetings attended during the year:** N.A.



7. **Terms and Conditions of appointment:** Mr. Rashi Dhir shall be Non-Executive Independent Director of the Company for a term of 5 consecutive years.
8. **Directorship held in other Companies as on date:**
- I. Alef Mobitech Private Limited
  - II. RWL Healthworld Limited
  - III. Dion Global Solutions Limited
9. **Membership/Chairmanship of Committees of other Companies as on date:**

S. No	Name of Company	Name of Committee	Designation (Chairman/Member)
1	RWL Healthworld Limited	Nomination and Remuneration Committee	Chairman
		Audit Committee	Member
2	Dion Global Solutions Limited	Audit Committee	Member

10. **Relationship with other Directors**

No inter-se relationship between Mr. Rashi Dhir and Directors of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Rashi Dhir 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. 8 above for approval of the Members by way of Ordinary Resolution.

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

**Place:** Noida  
**Date:** August 03, 2016

Sd/-  
**Mohit Maheshwari**  
Company Secretary  
Membership No: A16914





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

1. **Name of Director seeking Re-appointment:** Mr. Monish Kant Dutt
2. **Date of Birth/ Age:** September 09, 1958/ 57 Years
3. **Date of Appointment:** February 05, 2013

Qualifications	Resume/Expertise in specific functional areas	Shareholding in Company	No. of Board Meetings attended during the year
London Business School Alumnus (MBA) and Chartered Accountant from UK	Mr. Monish Kant Dutt has extensive investment and advisory experience with IFC in emerging markets in Asia, Eastern Europe, Africa and Latin America with a focus on private equity funds and financial institutions. He worked with Ernst & Young in London for 4 years. He then joined IFC, a member of the World Bank Group, where he worked for about 25 years till 2011. During his tenure at the World Bank and IFC, he held various positions including that of Chief Credit Officer. He is currently an emerging markets consultant, a Director of Sagicor, a pan-Caribbean Insurance Group, and a Director of Peak Reinsurance Hong Kong, part of the Fosun Group of China. He is also on the Board of FINCA, a Microfinance group operating in over 20 countries.	NIL	4

4. **Terms and Conditions of Re-appointment:** Mr. Monish Kant Dutt will be liable to retire by rotation. He is an International Finance Corporation ("IFC") nominee director on the Board of the Company.
5. **Directorship held in other Companies as on date:**
  1. Sagicor Financial Corporation Limited
  2. Sagicor Life Insurance Corporation Inc.
  3. Peak Reinsurance Company Hong Kong
  4. Peak Reinsurance Company Bermuda
  5. Sagicor Bank, Jamaica
  6. FINCA Microfinance Holdings, Washington DC, USA
6. **Membership/Charimanship of Committees of other Companies as on date :** Nil  
Mr. Monish Kant Dutt is not related to any Directors, Managers and other Key Managerial Personnel of the Company.



**PROXY FORM**

**RELIGARE ENTERPRISES LIMITED**

**Registered Office: D3, P3B, District Centre, Saket, New Delhi - 110017**

**CIN No. - L74899DL1984PLC146935**

**Phone : +91-11-39125000, Fax No. : +91-11-39126117**

**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: \_\_\_\_\_  
 3. address: \_\_\_\_\_  
 \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him

4. 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 32<sup>nd</sup> Annual General Meeting of the Company to be held on Monday, September 05, 2016 at 4.00 P.M. at Air Force Auditorium, Subroto Park, New Delhi - 110010 and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No	Resolution	Optional**	
		For	Against
<b>Ordinary Business:</b>			
1	To Consider & Adopt Audited Financial Statement (including Consolidated Financial Statement) and the Report of Board of Directors and Auditors thereon for the year ended March 31, 2016.		
2	Re-appointment of Mr. Monish K Dutt who retires by rotation		
3	Ratification of Appointment of Auditors and fixing their remuneration		
<b>Special Business:</b>			
4	Raising of funds through issue of non-convertible debentures on private placement basis		
5	Appointment of Mr. Malvinder Mohan Singh as Non-Executive Chairman of the Company		
6	Appointment of Mr. Shivinder Mohan Singh as Non-Executive Vice-Chairman of the Company		
7	Re-designation of Mr. Sunil Godhwani as Whole-Time Director and CEO for the remaining period of tenure		
8	Appointment of Mr. Rashi Dhir as Non-Executive Independent Director of the Company for a term of 5 consecutive years		

\*Applicable for investors holding shares in electronic form.

Signed this .....day of ..... 2016.

Affix  
₹ 1  
Revenue  
Stamp

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

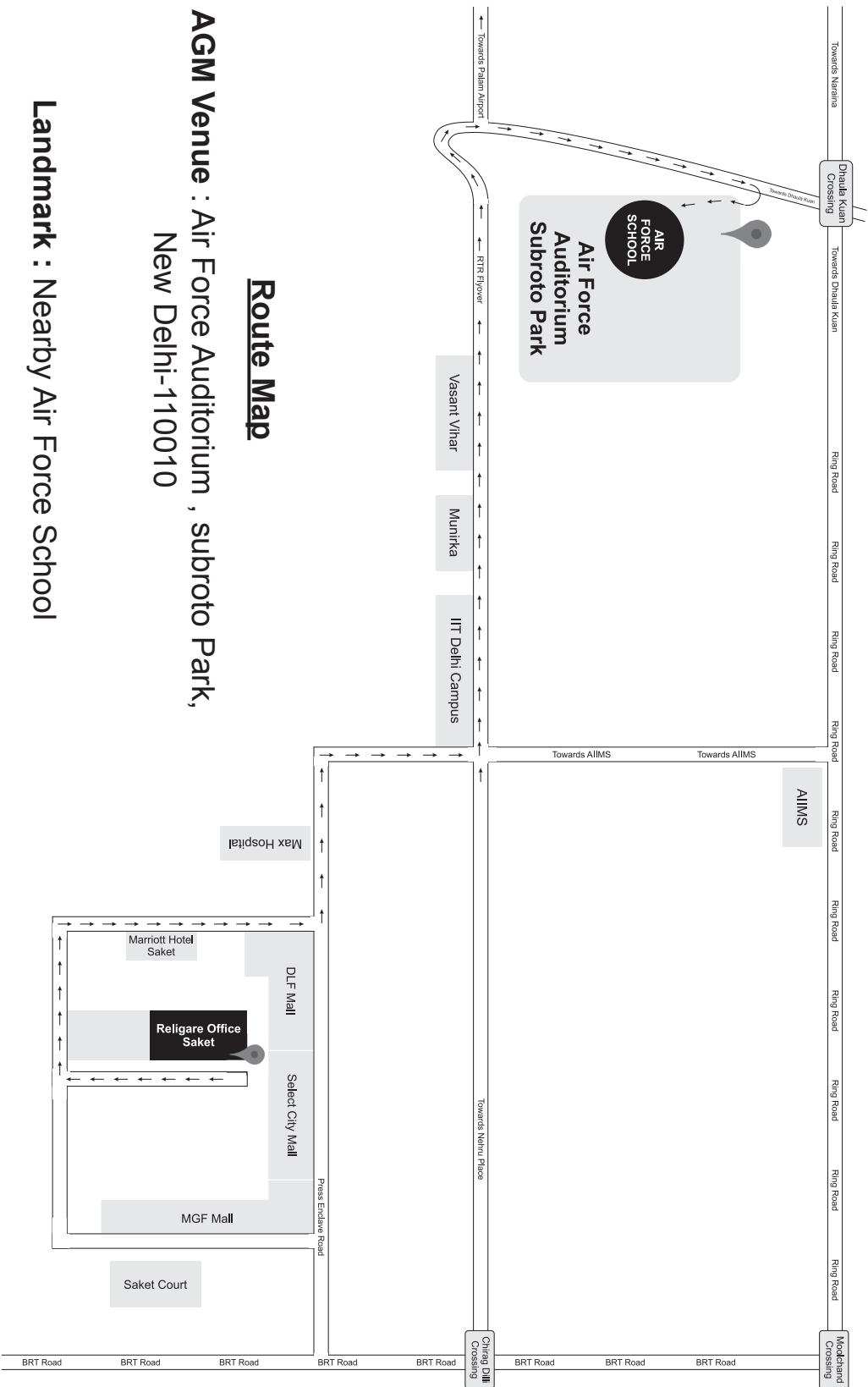
\_\_\_\_\_  
Signature of third proxyholder

**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.



- (4) Holder of this form may vote either for or against each resolution.
- \*\* (5) 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.
- (6) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (7) 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.



**Route Map**

**AGM Venue : Air Force Auditorium , subroto Park,  
New Delhi-110010**

**Landmark : Nearby Air Force School**

