

April 12, 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
25th Floor, P J Towers
Dalal Street, Mumbai - 400 001**

Scrip Symbol: RELIGARE EQ

Scrip Code: 532915

Sub: Corporate Governance Report

Dear Sir,

Please find enclosed herewith the Corporate Governance Report of Religare Enterprises Limited ("REL") for the quarter ended on March 31, 2017 in the prescribed form Annexure I, pursuant to Regulation 27 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

Kindly take the same on record.

Thanking You,

Yours truly,

For Religare Enterprises Limited



**Mohit Maheshwari
Company Secretary**



Encl.: a/a

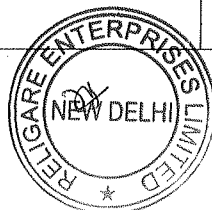
1. **Name of Listed Entity:** Religare Enterprises Limited
2. **Quarter ending:** March 31, 2017

I. Composition of Board of Directors

Title Mr./ Ms.	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non Executive/ independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Malvinder Mohan Singh	PAN: AABPS2552G DIN: 00042981	Chairperson/ Non Executive Director	July 29, 2016	NA	3	2	0
Mr.	Shivinder Mohan Singh	PAN: AAKPS4318M DIN: 00042910	Non Executive Director	July 29, 2016	NA	3	0	0
Mr.	Sunil Godhwani	PAN: AACPG6998F DIN: 00174831	Executive Director	July 13, 2006	NA	2	0	0
Mr.	Harpal Singh	PAN: ABEPS1662H DIN: 00078224	Non-Executive Director	April 09, 2007	NA	2	3	2
Mr.	Ravi Mehrotra	PAN: AADPM4128J DIN: 01355561	Non-Executive Director	February 14, 2011	NA	3	1	Nil
Mr.	Virendra Kumar Madan	PAN: AAAPM1483H DIN: 00020839	Non-Executive Director	January 24, 2013	NA	1	2	Nil
Mr.	Monish Kant Dutt	PAN: AQUPD9580C DIN: 06481161	Non-Executive Director/Nominee Director	February 05, 2013	NA	1	Nil	Nil
Mr.	Avinash Chander Mahajan	PAN: AAXPM0460B DIN: 00041661	Non-Executive/ Independent Director	April 01, 2014	5 Years	2	8	Nil
Mr.	Deepak Ramchand Sabnani	PAN: BIAPS4000B DIN: 01312836	Non-Executive/ Independent Director	April 01, 2014	5 Years	1	Nil	Nil
Mr.	Padam Bahl	PAN: AAZPB7527L DIN: 01314395	Non-Executive/ Independent Director	April 01, 2014	5 Years	1	5	3
Mr.	Rama Krishna Shetty	PAN: ALEPS4984J DIN: 01521858	Non-Executive/ Independent Director	April 01, 2014	5 Years	3	8	2
Mr.	Rashi Dhir	PAN: APIPD0750P DIN: 06724601	Non-Executive/ Independent Director	August 03, 2016	5 Years	2	2	1
Mrs.	Sangeeta Talwar	PAN: ACFPT1415R DIN: 00062478	Non-Executive/ Independent Director	April 01, 2014	5 Years	3	6	1
Mr.	Tejpreet Singh Chopra	PAN: ADNPC6578R DIN: 00317683	Non-Executive/ Independent Director	September 28, 2016	5 Years	3	2	1

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)



1. Audit Committee	Mr. Padam Bahl	Non-Executive/Independent - Chairman
	Mr. Rashi Dhir	Non-Executive/Independent - Member
	Mr. Rama Krishna Shetty	Non-Executive/Independent - Member
2. Nomination & Remuneration Committee	Mr. Padam Bahl	Non-Executive/Independent - Chairman
	Mr. Virendra Kumar Madan	Non-Executive - Member
	Mr. Rama Krishna Shetty	Non-Executive/Independent - Member
	Mr. Malvinder Mohan Singh	Non-Executive - Member
3. Risk Management Committee (if Applicable)*	Mr. Tejpreet S Chopra	Non-Executive/Independent - Member
	Mr. Avinash Chander Mahajan	Non-Executive/Independent - Member
	Mr. Malvinder Mohan Singh	Non-Executive - Member
	Mrs. Sangeeta Talwar	Non-Executive/Independent - Member
4. Stakeholders Relationship Committee	Mr. Ravi Mehrotra	Non-Executive - Member
	Mr. Harpal Singh	Non-Executive - Chairman
	Mr. Avinash Chander Mahajan	Non-Executive/Independent - Member
	Mrs. Sangeeta Talwar	Non-Executive/Independent - Member
	Mr. Virendra Kumar Madan	Non-Executive - Member

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
October 26, 2016	February 09, 2017 & March 22, 2017	105

IV. Meeting of Committees

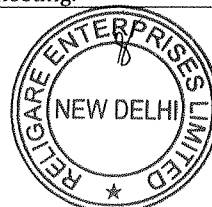
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1. Audit Committee Meeting : February 08, 2017	Yes	October 25, 2016	105
2. Nomination & Remuneration Committee : March 22, 2017	Yes	October 25, 2016	-
3. Stakeholders Relationship Committee: February 09, 2017	Yes	October 26, 2016	-

V. Related Party Transactions

Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination and Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk Management Committee (applicable to the top 100 listed entities)*
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Report Quarter ended on December 31, 2016 has been placed before the Board Meeting held on February 09, 2017. However, no comments/observations/advice was given by the Board. This relevant quarter report will be placed in next board meeting.



*As per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Company is not under obligation to constitute the Risk Management Committee. However, Company has the Committee in place.

For **Religare Enterprises Limited**

Mohit

Name: **Mohit Maheshwari**

Designation: **Company Secretary**



I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	NA	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes



Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

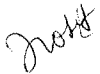
Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For **Religare Enterprises Limited**



Name: **Mohit Maheshwari**
 Designation: **Company Secretary**

