

April 13, 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
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 and financial year ended on March 31, 2018 in the prescribed form Annexure I and Annexure II respectively, pursuant to Regulation 27 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 read with CIR/CFD/CMD/5/2015 dated September 24, 2015.

Kindly take the same on record.

Thanking You,

Yours Sincerely,

For Religare Enterprises Limited


Reena Jayara
Company Secretary



Encl.: a/a

1. Name of Listed Entity: Religare Enterprises Limited

2. Quarter ending: March 31, 2018

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.	Vikram Talwar	PAN: AAEPT2152L DIN: 00416236	Non-Executive/Independent Director	February 17, 2018	5 Years	1	2	NIL
Mr.	P. Vijaya Bhaskar	PAN: AIYPP5393H DIN: 06629884	Non-Executive/Independent Director	February 17, 2018	5 Years	1	2	3
Mr.	Padam Bahl	PAN: AAZ PB7527L DIN: 01314395	Non-Executive/Independent Director	April 01, 2014	5 Years	1	3	1
Mr.	Deepak Ramchand Sabnani	PAN: BIAPS4000B DIN: 01312836	Non-Executive/Independent Director	April 01, 2014	5 Years	1	NIL	NIL
Mr.	Rama Krishna Shetty	PAN: ALEPS4984J DIN: 01521858	Non-Executive/Independent Director	April 01, 2014	5 Years	2	4	NIL
Ms.	Sabina Vaisoha	PAN: AAKPV9564A DIN: 00207306	Non-Executive/Independent Director	October 04, 2017	5 Years	2	2	1
Mr.	Ashok Mehta*	PAN: AFTPM4421K DIN: 00199165	Non-Executive/Independent Director	January 24, 2018	5 Years	1	0	0
Mr.	Krishnan Subramanian	PAN: AEIPK4663H DIN: 08038047	Executive Director	January 24, 2018	3 years	1	1	NIL

*Mr. Ashok Mehta was appointed as Non-Executive and Independent Director on January 24, 2018. Subsequently, he was re-designated as Whole Time Director and Interim CEO on February 17, 2018 which is subject to RBI approval. RBI approval is pending as on date.

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit & Governance Committee	Mr. P. Vijaya Bhaskar	Non-Executive/Independent - Chairman
	Mr. Vikram Talwar	Non-Executive/Independent - Member
	Mr. Padam Bahl	Non-Executive/Independent - Member
2. Nomination & Remuneration Committee	Mr. Vikram Talwar	Non-Executive/Independent - Chairman
	Mr. Rama Krishna Shetty	Non-Executive/Independent - Member
	Mr. Deepak Sabnani	Non-Executive/Independent - Member
3. Risk Management Committee (if Applicable)*	Mr. P. Vijaya Bhaskar	Non-Executive/Independent - Chairman
	Mr. Vikram Talwar	Non-Executive/Independent - Member
	Mr. Padam Bahl	Non-Executive/Independent - Member
4. Stakeholders Relationship Committee	Ms. Sabina Vaisoha	Non-Executive/Independent - Chairman
	Mr. Rama Krishna Shetty	Non-Executive/Independent - Member
	Mr. Krishnan Subramanian	Executive Director - 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

Religare Enterprises Limited

CIN: L74899DL1984PLC146935

Regd. Office : 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi-110019

Phone : +91-11-46272400, Fax No.: +91-11-46272447

Corporate Office : Pirus Global, A - 3,4,5, Sector 125, Noida, Uttar Pradesh - 201301

Phone : +91-120-339 1000 Fax No.: +91-120-3396248

November 14, 2017 November 17, 2017	January 24, 2018 February 14, 2018 February 17, 2018 March 20, 2018	days) 67
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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 & Governance Committee Meeting : February 14, 2018 March 19, 2018	Yes	November 14, 2017	91
2. Nomination & Remuneration Committee : January 24, 2018 February 17, 2018	Yes	November 14, 2017 November 17, 2017	67
3. Stakeholders Relationship Committee: February 07, 2018	Yes	NIL	-

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. *Mr. Ashok Mehta was appointed as Non-Executive and Independent Director on January 24, 2018. Subsequently, he was re-designated as Whole Time Director and Interim CEO on February 17, 2018 which is subject to RBI approval. RBI approval is pending as on date.*
- 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 based on market capitalization)*
- 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 for Quarter ended on December 31, 2017 has been placed before the Board Meeting held on February 14, 2018. However, no comments/observations/advice was given by the Board. This relevant quarter report will be placed in upcoming 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 Risk Management Committee in place.

For Religare Enterprises Limited

Name: **Reena Jayara**
 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: **Reena Jayara**
 Designation: **Company Secretary**

