

June 10, 2016

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 EQ

Scrip Code: 532915

Subject: Postal Ballot Notice

Dear Sir(s),

We would like to inform you that the Company is conducting postal ballot for obtaining approval of the shareholders on following matters:

1. Issuance of Non-Convertible Redeemable Preference Shares
2. Shifting of Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Maharashtra"

In this regard, pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice. Notice will be dispatched to the shareholders of the Company whose names appear in the Register of Members of the Company as on the cut-off date June 03, 2016. Dispatch of Notice will be completed by June 16, 2016. The voting rights of the shareholders shall be reckoned on the paid-up value of shares as on June 03, 2016 being the cut-off date.

The facility to exercise vote by postal ballot, including e-voting, will be available for the following period:

Commencement of voting : June 17, 2016 (9:00 A.M. IST)

End of voting : July 16, 2016 (5:00 P.M. IST)

Result of postal ballot will be declared on Monday, July 18, 2016 at the registered office of the Company at 4.00 P.M.

This is for your kind information and record.

Thanking you.

Yours truly,

For Religare Enterprises Limited



Mohit Maheshwari
Company Secretary



Religare Enterprises Limited

Regd. Off.: D3, P3B, District Centre, Saket, New Delhi - 110017
 CIN No. - L74899DL1984PLC146935
 Phone : +91-11-39125000, Fax No. : +91-11-39126117
 Website: www.religare.com email: Investorservices@religare.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies Management and Administration) Rules, 2014

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), to transact the proposed special businesses by the members of the Religare Enterprises Limited (**“the Company”**) by passing resolutions through Postal Ballot.

SPECIAL BUSINESS:

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

“RESOLVED THAT in accordance with the provisions of Section 55 and Section 42 read with Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any person or authority while granting such approvals and consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall include a duly authorized committee(s) thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to the Company to create, offer, issue and allot in one or more tranches upto 25,000,000 (Two Crores and Fifty Lakhs) 0.01% Non-Convertible Non-Cumulative Redeemable Preference Shares (hereinafter, **“NCRPS”**) of Face Value of Rs.10/- (Rupees Ten only) each for cash at par to various entities/persons including Promoters / Promoter Group & Associates, whether or not such persons / entities are Members of the Company as the Board may deem appropriate in its absolute discretion on the following general terms:

S.No.	Particulars	Terms
1	Priority w.r.t. Dividend or repayment of Capital	NCRPS shall be entitled to receive dividend (if any declared by the Company) or repayment of capital in priority to any payment of dividend or repayment of capital to the holders of any other class of shares.
2	Participation in surplus funds/ assets and profits on winding up.	NCRPS shall be non-participating and therefore, will not be entitled for participation in surplus funds / assets and profits on winding up.
3	Payment of Dividend	The Preferential Dividend shall be non-cumulative, and accordingly, if and to the extent that the profits available for distribution are not sufficient to pay the full amount (or any part thereof) of the Preferential Dividend due for payment in any financial year, then the investor(s) shall not have the right to receive the unpaid Preferential Dividend in the future financial years.
4	Conversion into Equity	NCRPS are non-convertible.
5	Voting Rights	The Investor(s) shall, by virtue of and in respect of its holding of NCRPS, have the right to receive notice of, attend, speak and vote at a general meeting of the Company if a resolution is to be proposed abrogating, varying or modifying any of the rights or privileges of the Investor(s), or for the winding-up of the Company or for repayment or reduction of share capital. Notwithstanding the aforesaid, the Investor(s) will be entitled to receive notice of and attend all general meetings. It is clarified that the Investor(s) will not be entitled to vote on any matter which does not abrogate, vary or modify any of the rights or privileges of the Investor(s).

6	Terms of redemption, including the tenure of redemption	NCRPS shall be redeemed upon completion of a period of 5 years from the date on which they are issued at the option of the Company. The tenure of the NCRPS may exceed 5 years from the date of issue, but shall in no circumstances exceed 20 years from the date of issue and will be redeemable at the option of the Company. However, any variation (extension or reduction) in the tenure of the NCRPS will be at the option of the Company subject to the mutual agreement of both Parties.
7	Price at which NCRPS are proposed to be issued	NCRPS will be issued at par
8	Modes of redemption & Premium on redemption	Out of profit and/or out of fresh issue of capital. Redemption premium will be equal to effective yield of 11% p.a to investor.
9	Variation in terms and conditions	Terms and conditions of NCRPS may be varied by the Company subject to the mutual agreement of both Parties and as per applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps and to do all such acts, deeds, and things, as it may in its absolute discretion consider necessary, expedient, usual, proper or desirable or incidental to give effect to this resolution and settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of NCRPS and to finalize and issue the offer letter, to prescribe the forms of application, enter into any agreements or other instruments and to take such actions or give such directions as the Board may consider necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable as the Board may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors, as permitted under the law, to give effect to the aforesaid resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 12(5), 13(4) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force), and subject to approval of the Central Government (Power delegated to Regional Director), and such other approvals, permissions and sanction, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members be and is hereby accorded for shifting of Registered Office of the Company from “National Capital Territory (NCT) of Delhi” to the “State of Maharashtra”.

RESOLVED FURTHER THAT upon shifting of the registered office being effective, the existing Clause-II of the Memorandum of Association of the Company be and hereby substituted with the following new clause:

“II. The registered office of the Company will be situated in the State of Maharashtra.”

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the NCT of Delhi to such place in the State of Maharashtra as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

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

Place: New Delhi
Date: May 27, 2016

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

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts is annexed herein below.
2. The Notice of Postal Ballot along with postal ballot form containing instruction is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on June 03, 2016 (hereinafter called as "Record Date"). The Postal Ballot notice along with postal ballot form containing instruction are being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the notice are being sent by permitted mode along with a self-addressed Business Reply Envelope.
3. Members whose name appear on the Register of Members / List of Beneficial Owners as on Record Date i.e. June 03, 2016 shall be eligible for voting. A person who is not member on Record Date should treat this notice for information purpose only.
4. The Board of Directors of the Company has appointed Mr. Sanjay Grover, Company Secretary in Whole Time Practice as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
5. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed postage pre-paid Business Reply Envelope. Postage will be borne and paid by the Company. However, Postal Ballot(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot(s) may also be deposited personally. The Postal Ballot(s) should reach the Scrutinizer not later than the close of working hours i.e. 5:00 P.M. on July 16, 2016 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
6. In compliance with provisions of Section 110 of the Act, read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Rule 20 of the Rules, as amended up to date, & Secretarial Standard – 2 issued by the Institute of the Company Secretaries of India on general meeting ("SS-2"), the Company is pleased to offer **e-voting facility to enable members to cast their votes electronically**. The Board of Directors of the Company has appointed KARVY COMPUTERSHARE PRIVATE LIMITED (hereinafter called as "Agency") for facilitating e-voting to enable the shareholders to cast their votes electronically. However, **e-voting is optional**.
7. The Scrutinizer will submit his report to the Chairman after scrutiny of the Postal Ballot forms including e-voting & the result of the Postal Ballot shall be declared by the Chairman, or in their absence, by any other director or Company Secretary authorized by the Board of Directors of the Company, on Monday, July 18, 2016 at 4.00 P.M. at the Registered Office of the Company i.e. D3, P3B, District Centre, Saket, New Delhi – 110017. Members, who wish to be present at the venue at the time of declaration of the result, may do so. The results shall be placed on the website & notice board of the Company along with scrutinizer report i.e. www.religare.com & on the website of the Agency i.e. <https://evoting.karvy.com> and simultaneously will be communicated to the Stock Exchanges where the securities of the Company are listed.
8. E voting will commence from June 17, 2016 (9.00 A.M. IST) to July 16, 2016 (5.00 P.M. IST) and e-voting shall not be allowed beyond the said date and time.
9. Members have option to vote either through e-voting or through Postal Ballot Form.
10. A Member cannot vote both by post and e-voting and if he votes both by post and e voting, his vote by post shall be treated as invalid.
11. In case, shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
12. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority Letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
13. The vote in this Postal Ballot cannot be exercised through proxy.
14. Members are requested to carefully read the instructions printed on the back of the Postal Ballot Form before exercising their vote.
15. A member may request for duplicate postal ballot form, if so required. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link '<https://evoting.karvy.com>' or seek duplicate Postal Ballot Form from Karvy Computershare Private Limited, Registrar & Transfer Agent, Unit: Religare Enterprises Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, fill in the details and send the same to the Scrutinizer.

16. In case of any queries, any member who has grievances connected with e-voting for postal ballot can contact Mr. Varghese P A, Zonal Head - Corporate Registry, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 at +91 040 67161500 or at 1800 345 4001 (Toll Free) or email at einward.ris@karvy.com. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified at instruction No. 5 above.
17. The voting rights of Members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on Record Date i.e. June 03, 2016.
18. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.
19. The postal ballot and all other papers relating to postal ballot including voting by remote e-voting shall be under the safe custody of the scrutinizer till the chairman consider, approves and sign the minutes.
20. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio /client ID irrespective of the number of joint members.
21. The last date of the receipt of duly completed postal ballot forms or e-voting shall be the date on which resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents will be available for inspection at the registered office of the company during the office hours on all working days from the date of dispatch until the last date for receipts of votes by postal ballot / e-voting.

E-voting Procedure/Instructions:

The instructions for Members who desire to cast their vote through e-voting are as under:

(a) In case of Members have received Postal Ballot form through e-mail from Karvy

The procedure and instructions for e-voting are as follows:

- I. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.
- II. Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your Folio/DP Client ID will be your User-ID.

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 c) For Members holding shares in Physical Form:- <u>2348 Event No.</u> followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice.
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. Members can cast their vote online from June 17, 2016 (9.00 A.M. IST) to July 16, 2016 (5.00 P.M. IST)
- IV. After entering these details appropriately, click on "LOGIN".
- V. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile no, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VI. You need to login again with the new credentials.
- VII. On successful login, system will prompt to select the 'Event' i.e. 'Company Name'.
- VIII. If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.

- IX. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' 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. If the shareholder do not wants to cast the vote, select 'ABSTAIN'.
- X. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL "and accordingly modify your vote.
- XI. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- XII. Corporate/Institutional Members (corporate /FIs/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to einward.ris@karvy.com and scrutinizersga@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

(b) In case Members have received Physical Postal Ballot Form by Post :

- I. Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN
2348		

- II. Please follow all steps from Sl. No. (I) to Sl. No. (X) above to cast vote.
- III. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e voting user manual for Members available at the "downloads" section of '<https://evoting.karvy.com>'.
- V. If you are already registered with Karvy for e-voting then you can use your existing user ID and password for casting your vote.
- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. In case of any queries, you may refer to the Frequently Asked Questions (FAQ's) and e-voting user manual available in the "Downloads" section of '<https://evoting.karvy.com>' or contact Mr. Varghese P A of Karvy Computershare Private Limited at 040-67161500 or at 1800 345 4001 (Toll Free).

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

Sd/-

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

**Place: New Delhi
Date: May 27, 2016**

EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED – MAY 27, 2016, PURSUANT TO SECTION 102 OF THE ACT READ WITH SECTION 110 OF THE ACT

In terms of Section 102 of the Act the following Explanatory Statement sets out all the material facts relating to the Item No. 1 to 2 of the accompanying Notice dated May 27, 2016.

ITEM NO. 1

It is proposed to offer/ issue upto 25,000,000 (Two Crores Fifty Lakhs) 0.01% Non-Convertible Non-Cumulative Redeemable Preference Shares (NCRPS) of Rs. 10/- each to prospective investors at par as contemplated in the resolution set out under Item No. 1. The proposed issue of NCRPS may be made in one or more tranches.

Pursuant to the provisions of Section 42 and 55 of the Act, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended up to date, prior approval of shareholders by Special Resolution is required for the issue of preference shares. Accordingly, approval of the members of the Company by way of Special Resolution as set out under Item No. 1 is being sought to issue upto 25,000,000 (Two Crores and Fifty Lakhs) 0.01% Non-Convertible Non-cumulative Redeemable Preference Shares of the face value of Rs.10/- (Rupees Ten) each and to authorize the Board (which term shall include a duly authorized committee(s) thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution) to create, offer, issue and allot shares as stated in the said resolution, which would result in issuance of further shares of the Company. The proposed Special Resolution gives discretion to the Board to finalize the persons to whom shares will be offered /issued, finalize the letter of offer and to do all acts and deeds which may be required to offer, issue and allot NCRPS at appropriate time(es) including the decision of tranches.

Pursuant to Rule 9 of the Companies (Share Capital and Debenture) Rules, 2014, material facts relating the issue of NCRPS have been set out asunder:

S.No.	Particulars	Terms
1	Offer/issue Size	Upto 25,000,000 NCRPS (Two Crores Fifty Lakhs)
2	Face Value	Rs. 10/- (Rupees Ten only) each
3	Offer/Issue price and the Basis on which the price has been arrived	NCRPS will be issued at par.
4	Nature of Shares/Manner of issue	0.01 % Non-Convertible, Non-Cumulative, Non-Participating Redeemable Preference Shares. NCRPS may be issued in one or more tranches on private placement basis.
5	Terms of redemption, including the tenure of redemption	NCRPS shall be redeemed upon completion of a period of 5 years from the date on which they are issued at the option of the Company. The tenure of the NCRPS may exceed 5 years from the date of issue, but shall in no circumstances exceed 20 years from the date of issue and will be redeemable at the option of the Company. However, any variation (extension or reduction) in the tenure of the NCRPS will be at the option of the Company subject to the mutual agreement of both Parties.
6	Mode and Manner of Redemption and Payment of Redemption Premium	NCRPS shall be redeemed only out of the profits of the Company which would otherwise be available for Dividends or out of proceeds of fresh issue of preference shares made for the purpose of redemption. Redemption premium will be equal to effective yield of 11% p.a. to the investor.
7	Terms of Conversion	NCRPS are non-convertible.
8	Expected dilution of Equity upon conversion	Not Applicable
9	Rate of dividend	Out of the profits of the Company available for distribution and resolved by the Board of Directors to be distributed, NCRPS holders shall be entitled in priority to any payment of dividend to the holders of any other class of shares to be paid in respect of each financial year or other accounting period of the Company, the dividend of 0.01% of the face value i.e. Rs. 10 per NCRPS.
10	Nature of NCRPS based on dividend	The Preferential Dividend shall be non-cumulative, and accordingly, if and to the extent that the profits available for distribution are not sufficient to pay the full amount (or any part thereof) of the Preferential Dividend due for payment in any financial year, then holders of NCRPS shall not have the right to receive the unpaid Preferential Dividend in the future financial years.

11	Variation in terms and conditions	Terms and conditions of NCRPS may be varied by the Company subject to the mutual agreement of both Parties and as per applicable laws.
12	Objectives of the issue	The proceeds of the issue are proposed to be used to redeem existing outstanding preference shares of the Company, and/or for other general corporate purposes and purposes permitted by applicable laws.

14. Current Shareholding pattern of the Company

I. Equity Shareholding as on May 27, 2016:

S.No.	Category of Shareholders	No. of Shares held	% of shareholding
A	Promoter Shareholding		
1	Indian:		
	Individual	22,000,459	12.34
	Body Corporate	68,822,092	38.59
	Sub Total	90,822,551	50.93
2	Foreign Promoters		
	Individual	50	0.00
	Body Corporate	Nil	0.00
	Sub Total (A)	90,822,601	50.93
B	Non Promoters' holding		
1	Institutional Investors:		
	Foreign Institutional Investors Including Foreign Portfolio Investors	25,803,328	14.47
	Indian Financial Institutions	1,606,052	0.90
	Sub Total	27,409,380	15.37
2	Non-Institution:		
	Private Corporate Bodies	33,376,822	18.71
	Directors and Relatives	1,500,635	0.84
	Indian Public	20,217,890	11.34
	Others (including NRIs)	5,007,170	2.81
	Sub Total (B)	60,102,517	33.70
	Grand Total (A) + (B)	178,334,498	100

II. Preference Shareholding on May 27, 2016:

S.No.	Name of Preference Shareholders	No. of Shares held	% of shareholding
1	Oscar Investment Limited	25,000,000	100
Sub Total		25,000,000	100

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship.

However, preference shares may be issued to promoters or a company owned or controlled or associated with promoters. Further one of the objects of this issue is to redeem preference shares of the Company. Preference shares are proposed to be redeemed from Oscar Investments Ltd in which promoters of the Company are holding substantial interest. Promoters are holding approximately 61.17% shares in Oscar Investments Ltd directly or indirectly.

Your Directors recommend the resolution proposed at Item No.1 for the approval of Shareholders by way of special resolution.

ITEM NO. 2

Presently, the Company's Registered Office is located at National Capital Territory (NCT) of Delhi. The Board of Directors of the Company at their meeting held on May 27, 2016 has proposed to shift the Registered Office of the Company from the "National Capital Territory (NCT)of Delhi" to the "State of Maharashtra" due to the following reasons:-

- I. To carry on the business of the Company more economically, efficiently and with better operational convenience.
- II. Majority of public shareholders of the Company are from Maharashtra and majority of Financial Institutional Investors (FIIs), Mutual Funds and Financial Investors are based from Mumbai, therefore better coordination and interaction with regulators, shareholders, FIIs, Mutual Funds, Financial Investors and leading to improve investors' relationship.
- III. Further, Mumbai is a hub of Financial Services Industry and head offices of key regulatory bodies such as Reserve Bank of India, SEBI, Stock Exchanges having head offices in Mumbai, it will facilitate smooth and regular interface with the key regulatory bodies.

Change of Registered Office will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

As per provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, such shifting of Registered Office requires the Company to alter Memorandum of Association of the Company and to obtain necessary approval of the Shareholders by way of special resolution through Postal Ballot.

Accordingly, it is proposed that Clause II of the Memorandum of Association should be amended to reflect that the registered office of the Company be situated in the State of Maharashtra. All the material documents related to this item will be available for inspection at the Registered Office of the Company.

Your Directors recommend the resolution proposed at Item No. 2 for the approval of Shareholders by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship.

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

Sd/-

**Place: New Delhi
Date: May 27, 2016**

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