



## 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](mailto:investorservices@religare.com) /website: [www.religare.com](http://www.religare.com)

Notice is hereby given that the **30<sup>th</sup> Annual General Meeting** of Religare Enterprises Limited ("**the Company**") will be held on Thursday, September 11, 2014 at 4.00 P.M. at Air Force Auditorium, Subroto Park, New Delhi - 110010, to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Harpal Singh (DIN: 00078224), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), 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 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 Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Sangeeta Talwar (DIN: 00062478), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 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 Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to March 31, 2019."
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 Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Padam Bahl (DIN: 01314395), Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 31<sup>st</sup> March, 2019".
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 Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Deepak Ramchand Sabnani (DIN 01312836), Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 31<sup>st</sup> March, 2019".



7. 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 Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arun Ramanathan (DIN 00308848), Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 31<sup>st</sup> March, 2019”.

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 Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Avinash Chander Mahajan (DIN 00041661), Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 31<sup>st</sup> March, 2019”.

9. 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 Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rama Krishna Shetty (DIN 01521858), Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 31<sup>st</sup> March, 2019”.

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

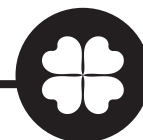
**“RESOLVED THAT** in supersession of the resolutions previously passed by the shareholders in this regard and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the directors other than the managing director or whole-time directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each financial year, for a period of five financial years commencing from 1<sup>st</sup> April, 2014.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. 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 the Ordinary Resolution adopted at the Annual General Meeting held on September 10, 2011 under Section 293(1)(d) of the Companies Act, 1956 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow any sum or sums of money (including non fund based facilities) from banks, financial institutions and / or other sources from time to time at their discretion in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of ₹ 3000 Crores (Rupees Three Thousand Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.

**RESOLVED FURTHER THAT** the Board of Directorsof the Company (including the Investment & Borrowing Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



12. 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 14 and any other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company be and is hereby amended by inserting following new Article 159A after existing Article 159

159A. The same individual may, at the same time, be appointed as the Chairperson/Chairman of the Company as well as the Managing Director or Chief Executive Officer of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

13. 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 by shareholders of the Company on 16<sup>th</sup> December 2013 and pursuant to the provisions of Section 62(1)(c) and any other applicable provisions of the Companies Act, 2013 read with relevant rules issued by Ministry of Corporate Affairs (MCA) issued in this regard, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable laws, regulations, policies or guidelines, the provisions of the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009,(the **“SEBI ICDR Regulations”**), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**“SEBI Takeover Regulations”**) and amendments thereto, the regulations/guidelines, if any, prescribed by the Reserve Bank of India (**“RBI”**), the Foreign Investment Promotion Board (**“FIPB”**), the Securities and Exchange Board of India (**“SEBI”**), the Government of India (**“GoI”**) and all other relevant statutory, governmental authorities or departments, institutions or bodies in this regard (collectively, the **“Appropriate Authorities”** and individually, the **“Appropriate Authority”**) and the listing agreement entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (collectively, the **“Stock Exchanges”**) and subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of them while granting such approvals, consents, sanctions and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (the **“Board”**, which term shall be deemed to include any duly constituted committee thereof for the time being exercising the powers conferred on the Board by this resolution), the consent of the Members be and is hereby accorded to create, offer, issue and allot, from time to time, in one or more tranches, through a public issue, follow on public issue, private placement, qualified institutions placement in accordance with Chapter VIII of the SEBI ICDR Regulations and / or any other nature of domestic or international offerings as may be permitted under applicable laws, equity shares of the Company and/or any instrument convertible into equity shares (whether optionally or otherwise), Global Depository Receipts (**“GDRs”**), American Depository Receipts (**“ADRs”**), Foreign Currency Convertible Bonds (**“FCCBs”**), Foreign Currency Exchangeable Bonds (**“FCEBs”**), securities with warrants including any instruments or securities representing either equity shares and/or convertible securities or securities linked to equity shares or equity shares/fully convertible debentures/partly convertible debentures or non-convertible debentures along with warrants or any securities other than warrants, which are convertible or exchangeable with equity shares at a later date, or a combination of the foregoing, whether rupee denominated or denominated in one or more foreign currency, in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad (hereinafter referred as **“Issue of Securities / Securities”**), including but not limited to Qualified Institutional Buyers as defined under the SEBI ICDR Regulations, resident and / or permitted non-resident investors, whether institutions and/or incorporated bodies and/or individuals or otherwise and whether or not such investors are shareholders of the Company, foreign institutional investors, foreign portfolio investors and non-resident Indians, for an amount not exceeding ₹ 1,000 Crores (Rupees One Thousand Crores only) (the **“Issue”**) through a placement document / offer document and / or prospectus and / or offer letter and / or offering circular, from time to time, in one or more combination, as may be deemed appropriate by the Board, such issue and allotment to be made at such time or times, at such price or prices, as may be decided by and deemed appropriate by the Board as per applicable laws including the discretion to determine the categories and combination of investors to whom the offer, issue and allotment shall be made considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and / or any other agency, as the Board may in its absolute discretion deem fit and appropriate.

**RESOLVED FURTHER THAT** in case of issue of Securities by way of QIP as per Chapter VIII of SEBI ICDR Regulations, as amended from time to time, shall fulfill the following requirements:

1. The “relevant date” for pricing of the Securities in accordance with SEBI ICDR Regulations will be the date of Board meeting in which the Board decides to open the proposed Issue;
2. The issue of Securities shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the “QIP Floor Price”). The Board may, however, in accordance



with applicable law, also offer a discount of not more than 5% on the QIP Floor Price or such other percentage as may be permitted under applicable law from time to time;

3. The allotment of the Securities shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time;
4. No allotment shall be made, either directly or indirectly to any Qualified Institutional Buyer (“QIB”) who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations; and
5. A minimum of 10% of the Securities to be issued and allotted pursuant to Chapter VIII of SEBI ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs.
6. The prices determined for qualified institutions placement shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:
  - a. makes an issue of equity shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
  - b. makes a rights issue of equity shares;
  - c. consolidates its outstanding equity shares into a smaller number of shares;
  - d. divides its outstanding equity shares including by way of stock split;
  - e. re-classifies any of its equity shares into other securities of the issuer;
  - f. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.
7. The pricing of the equity shares to be issued upon exchange of the warrants (issued simultaneously with non-convertible debentures), shall be in accordance with the provisions of Chapter VIII of the SEBI ICDR Regulations and as may be decided by the Board in its sole and absolute discretion.

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for determination of the Issue price for the Securities offered, shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as may be amended from time to time.

**“RESOLVED FURTHER THAT** the Issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.”

**RESOLVED FURTHER THAT** in addition to all applicable Indian laws, the Issue of Securities in pursuance of this Resolution shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or proposed to be listed or that may in any other manner apply to such Securities or provided in the terms of their issue and the Board be and is hereby



authorised on behalf of the Company to seek listing of any or all of such Securities on one or more stock exchanges in India or outside India and the listing of equity shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

**“RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (b) the equity shares that may be issued by the Company shall rank *pari passu* with the existing equity shares of the Company in all respects.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to engage, appoint and to enter into and execute all such agreement(s)/ arrangement(s)/ MoUs/ placement agreement(s)/ subscription agreement(s)/ any other agreements or documents with any consultant(s), lead manager(s), co-lead manager(s), manager(s), advisor(s), registrar(s), authorised representative(s), legal advisor(s) / counsel(s), merchant banker(s), underwriter(s), custodian(s), stabilizing agent(s) and all such advisor(s), professional(s), intermediaries and agencies as may be required or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees and such other expenses as it deems fit and permissible, and to authorise any Director(s) or any Officer(s) of the Company, severally, to sign for and on behalf of the Company, offer document(s), arrangement(s), application(s), authority letter(s), or any other related paper(s)/ document(s), give any undertaking(s), affidavit(s), certification(s), declaration(s) including without limitation the authority to amend or modify such document(s) in relation to the aforesaid Issue of Securities.

**RESOLVED FURTHER THAT** the Board shall have all powers and authority to modify, reapply, redo, make necessary changes, approach and to do all requisite filings/resubmission of any document(s) and other compliances and to do all such acts and deeds that are necessary to comply with the terms and conditions subject to which approval, sanction, permission etc. would be provided by the Stock Exchange(s), SEBI, FIPB, RBI and any other Appropriate Authority, without being required to seek any further approval of the Members and that the Members shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue and allotment of Securities, as aforesaid, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient including fixing of record dates or book closure, deciding on the face value, Issue price, conversion price, premium amount on issue/conversion of the Securities, rate of interest, creation of mortgage/charge, Issue opening and closing dates, as applicable and to settle any questions, difficulties or doubts that may arise in regard to any such offer, issue, allotment and listing of Securities as it may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board be authorized to delegate (to the extent permitted by law) all or any of the powers conferred by this resolution on it, to any committee or sub-committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such committee/sub-committee of the Board to further delegate all or any of its powers/ duties to any of its Members.

By order of the Board of Directors

For **Religare Enterprises Limited**

Sd/-

**Mohit Maheshwari**  
Company Secretary

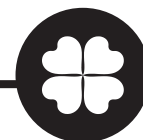
Place: New Delhi  
Dated: July 31, 2014



**Notes:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (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.**
2. 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.
3. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 4 to 13 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item No. 2 and Item Nos. 4 to 9 of the Notice, are also annexed
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 5, 2014 to Wednesday, September 10, 2014 (both days inclusive).
5. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
6. 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.
7. The Certificate from the 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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and in accordance with the resolutions of the general body, will be available for inspection to the Members at the Meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. 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, Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500081. Members holding shares in electronic form must intimate the change in their address, if any, to their respective Depository Participant.
11. Members desirous of seeking any information relating to the annexed Annual Audited Accounts of the Company for the financial year ended March 31, 2014, may write to the Company at D3, P3B, District Centre, Saket, New Delhi – 110017, 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.
12. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the required form and send the same to the office of the Registrar and Transfer Agent of the Company.
13. In terms of Clause 32 of the Listing Agreement, soft copy of full Annual Report have been sent to all those shareholders who have registered their e-mail address(es) for the said purpose.

The Notice of the 30<sup>th</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 email 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 30<sup>th</sup> AGM and the Annual Report 2014 will be 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 D3, P3B, District Centre, Saket, New Delhi – 110017, for the attention of Mr. Mohit Maheshwari, Company Secretary of the Company.

14. 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 Karvy Computershare Private Limited by writing to **Karvy Computershare Private Limited, (Unit: Religare Enterprises Limited), Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad-500 081 or through e-mail at [csreligare@karvy.com](mailto:csreligare@karvy.com).**
15. 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 13, 2013 (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. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund. Members/Persons who have not yet encashed their IPO refund cheques/dividend warrant(s) pertaining to the financial year 2006-07 onwards are requested to make their claims without any delay. It may be noted that the unclaimed IPO refund amount can be claimed by November 13, 2014.
16. 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.
17. All documents referred to 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 Annual General Meeting of the Company
18. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder and Listing Agreement entered into with the Stock Exchange(s), the Members are provided with the facility to cast their vote electronically on all resolutions set forth in this Notice. The Company has agreement with KARVY COMPUTERSHARE PRIVATE LIMITED for facilitating e-voting to enable the shareholders to cast their votes electronically. E-voting is optional.

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. 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.

- (viii) After entering these details appropriately, click on "LOGIN".

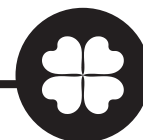


- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt 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: [religarescrutinizer@gmail.com](mailto:religarescrutinizer@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 Sr.No.(i) to (xii) as mentioned in (A) above, to cast your vote.

## II. Other Instructions

- (i) The e-voting period commences on Friday, September 5, 2014 (9.00 a.m. IST) and ends on Sunday, September 7, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, August 1, 2014, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
- (ii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Varghese P A of Karvy Computershare Pvt Ltd at 040 44655000 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, being Friday, August 1, 2014.
- (iv) The Board of Directors has **appointed Mr. Sanjay Grover, Company Secretary in Whole Time Practice (Membership No. 4223) as a Scrutinizer** to scrutinize the e-voting process in a fair and transparent manner.





- (v) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.
- (vi) The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
- (vii) 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.

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

Place: New Delhi  
Dated: July 31, 2014

Sd/-  
**Mohit Maheshwari**  
Company Secretary

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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

The Board of Directors of the Company (the 'Board'), on January 31, 2014 appointed Mrs. Sangeeta Talwar, as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act') read with Article 126 of the Articles of Association of the Company.

In terms of the provisions of Section 161 of the Act, Mrs. Sangeeta Talwar would hold office up to the date of the ensuing Annual General Meeting. The Company has received 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 Mrs. Sangeeta Talwar for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mrs. Sangeeta Talwar (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mrs. Sangeeta Talwar as an Independent Director of the Company up to March 31, 2019 pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Sangeeta Talwar, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and she is independent of the Management. A copy of the draft letter for the appointment of Mrs. Sangeeta Talwar as an Independent Director setting out the terms and conditions shall be available for inspection without any fee by the members at the Company's registered office during normal business hours on working days except Saturdays up to the date of the AGM.

Brief Profile of Mrs. Sangeeta Talwar is as follows:

In her illustrious career spanning over three decades, Mrs. Sangeeta Talwar, has handled several critical roles and assignments across leading organizations and geographies. She was most recently the Managing Director of NDDB Dairy Services – a new company she helped to establish. This company was mandated by NDDB, and funded by the World Bank, to deliver the National Dairy Plan and usher in the second White Revolution. She spearheaded the design and establishment of an innovative business model for creating sustainable livelihood for dairy farmers. This novel concept is being used to set up farmer owned, professionally managed Producer Companies as a complimentary structure to Cooperatives. She set up two such companies with 100,000 farmers.



Prior to that, Mrs. Talwar was the President (South Asia) for the Tata Global Beverages. She has also served as the CEO and Managing Director of Mattel India and Executive Vice President, Marketing, for Nestle India in her earlier stints. She has been an architect of several well-known and path breaking campaigns and initiatives such as 'Maggi' for Nestle and 'Jaago Re' for Tata Tea. A well-recognized professional over the years, she was acknowledged as Business Today's 30 Most Powerful Women in Indian Business (2007, 2009 & 2010) and The India Today Woman in the Corporate World in 2010. She also received the Women Super Achievers Award for Outstanding Contribution to Social Marketing.

Other details of Mrs. Sangeeta Talwar have been given in the annexure attached to the notice.

No director, key managerial personnel or their relatives, except Mrs. Sangeeta Talwar, to whom the resolution relates, is concerned or interested, financial or otherwise in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

#### **ITEMS NO. 5 to 9**

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Avinash Chander Mahajan, Mr. Arun Ramanathan, Mr. Deepak Ramchand Sabnani, Mr. Padam Bahl and Mr. Rama Krishna Shetty, as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Companies Act, 2013 ("Act") which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the appointment of these directors as Independent Directors to hold office of Director for five consecutive years for a term upto March 31, 2019.

Mr. Avinash Chander Mahajan, Mr. Arun Ramanathan, Mr. Deepak Ramchand Sabnani, Mr. Padam Bahl and Mr. Rama Krishna Shetty, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, the Independent Directors proposed to be appointed, fulfil the conditions specified in the Act and the Rules made thereunder and each of them is independent of the Management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be available for inspection without any fee by the members at the Company's registered office during normal business hours on working days except Saturdays up to the date of the AGM.

A brief profile of the Independent Directors to be appointed is given below:

#### **Mr. Avinash Chander Mahajan**

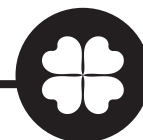
A post graduate in Science, Mr A C Mahajan has spent over 3 decades in India's banking industry across various senior positions. Between 2006 and 2008, he was the Chairman and Managing Director of Kolkata-based Allahabad Bank. He took charge of Canara Bank for two years in 2008. He was earlier Executive Director at Bank of Baroda. Mr. Mahajan currently also serves as the Chairman of the Governing council of Banking Codes and Standards Board of India.

#### **Mr. Arun Ramanathan**

Mr. Arun Ramanathan retired from the Indian Administrative Service as the Union Finance Secretary in 2009 and has held various key offices in the central and state governments in Finance, Taxation, Industry, Food & Civil Supplies, Consumer Protection, Transport, Leather, Fisheries, Sericulture and General Administration.

In the Government of India, at the Joint Secretary Level, Mr. Ramanathan was the CEO (Member Secretary) of the Silk Board, Secretary (Department Chemicals, Petrochemicals and Pharma), Secretary (Department of Financial Services) and at the time of his superannuation, the Union Finance Secretary.

Besides being a Master of Philosophy in Developmental Economics from the Cambridge University, United Kingdom, Mr. Ramanathan is also a Master of Business Administration from Madras University and a Master of Science in Nuclear Physics from Andhra University, Waltair. He is an Associate Member of the Institute of Cost Accountants of India.



Mr. Ramanathan is a Director in various Government and Private Sector Companies including, Indian Clearing Corporation Ltd, National Textiles Corporation Ltd, Shipping Corporation of India(SCI), Equitas Holding Company Limited and L&T Infra Debt Fund Limited. In the past, Mr. Ramanathan has been a Director at Titan Industries, Tamil Nadu Petro Products, State Bank of India, IDBI, ICICI, IDFC, LIC, IIFCL, Jenson & Nicholson, JCT Electronics, United Stock Exchange, and ONGC Videsh(OVL) and ONGC. Mr Ramanathan has served the Lead Independent Director of ONGC and as Chairman of the Audit Committees of ONGC,OVL and SCI.

Mr Ramanathan has been serving on the India Advisory Council of Daimler (India) Commercial Vehicles Limited and the Programme Advisory Committee of the Hindusthan Latex Family Promotion Trust since 2010.

**Mr. Deepak Ramchand Sabnani**

Mr. Deepak Ramchand Sabnani joined the Board of REL on April 9, 2007. Having received training in business from the Caritas Adult Education Centre, Hong Kong, Mr. Sabnani has been engaged in the business of export and import of goods and has more than 30 years of work experience.

**Mr. Padam Bahl**

Mr. Padam Bahl joined the Board of REL on April 9, 2007. Mr. Padam Bahl has been practicing as a Chartered Accountant and an Income Tax Advisor since 1979 and has more than 27 years of work experience. He was the Chairman of the Northern India Regional Council, Institute of Chartered Accountants of India, Amritsar Branch for the year 1998-99. He was also a member of the Income Tax Advisory Committee, Amritsar Chapter during the years 2002-03 and 2003-04. Mr. Bahl holds a Bachelor's degree in Commerce from the Kurukshetra University and a Bachelor's degree in Law from Guru Nanak Dev University, Amritsar. He is a fellow member of the Institute of Chartered Accountants of India. He has also received a Diploma in Information System Audit from SSI, Amritsar.

**Mr. Rama Krishna Shetty**

Mr. R K Shetty has received the National Productivity Award in the year 1992 and is presently the President of Karnataka State Hockey Association, Vice-President of Karnataka Olympic Association and Chairman of the Development Panel, Indian Hockey Federation and Confederation and has more than 31 years of work experience. Mr. Shetty holds a Bachelor's degree in Engineering from the Basaveshwara College, Bagalkot and has completed an Executive Development program from the Jamunlal Bajaj Institute of Management in Product Management Control and Financial Management.

Other details of the Independent Directors whose appointment is proposed at Item Nos. 5 to 9 of the accompanying Notice, have been given in the annexure attached to the notice.

Mr. Avinash Chander Mahajan, Mr. Arun Ramanathan, Mr. Deepak Ramchand Sabnani, Mr. Padam Bahl and Mr. Rama Krishna Shetty, respectively, are concerned or interested in the Resolutions of the accompanying Notice relating to their own appointment. No other director, key managerial personnel or their relatives are concerned or interested, financial or otherwise in the resolutions.

The Board recommends the resolutions set forth in Item no. 5 to 9 for the approval of the members.

**ITEM NO. 10**

At the Annual General Meeting of the Company held on August 11, 2010, the Members had approved of the payment of commission to non Whole-time Directors of the Company not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of the Companies Act 1956. In view of Sections 149, 197 and any other relevant provisions of the Companies Act, 2013 coming into effect from 1st April, 2014 and taking into account the roles and responsibilities of the directors, it is proposed to continue with the payment of Commission to non Whole-time Directors of the Company.

It is proposed that the Directors other than Managing Director and the Whole-time Directors be paid for each of the five financial years of the Company commencing from 1<sup>st</sup> April, 2014, remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board of Directors and Nomination and Remuneration Committee and subject to any other applicable requirements under the Companies Act, 2013. This remuneration shall be in addition to fee payable to the Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

Accordingly, a fresh approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 for payment of remuneration by way of commission to the Directors of the Company other than Managing Director and Whole-time Directors, for a period of five years commencing from 1<sup>st</sup> April, 2014 as set out in the Resolution at Item No. 10 of the Notice.



The Managing Director, Whole-time Directors and Key Managerial Personnel of the Company and their relatives are not concerned or interested, financial or otherwise, in the resolution. Directors of the Company except the Chairman and Managing Director are concerned or interested, financial or otherwise in the Resolution to the extent of the remuneration that may be received by each of them.

The Board recommends the resolution set forth in Item no. 10 for the approval of the members.

#### **ITEM NO. 11**

The members of the Company at their Annual General Meeting held on September 10, 2011 approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 3000 Crores (Rupees three thousand crores).

However, members are informed that Section 180(1)(c) of the Companies Act, 2013 effective from 12<sup>th</sup> September, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a **special resolution**. Further Ministry of Corporate Affairs has granted one year period to the Companies from 12<sup>th</sup> September 2013 to comply with the provisions of Section 180(1)(c) of the Companies Act, 2013.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 11 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto ₹ 3,000 Crores (Rupees three thousand crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no. 11 for the approval of the members.

#### **ITEM NO. 12**

As per Section 203 of the Companies Act, 2013, an individual shall not be appointed or reappointed as the chairperson of the company, in pursuance of the articles of the company, as well as the Managing Director or Chief Executive Officer of the company at the same time unless Articles of such company provide otherwise or company does not carry multiple businesses.

In pursuance of same, it is proposed to insert a new Article 159A in the Articles of Association of the Company stating that the same individual may, at the same time, be appointed as the Chairperson/Chairman of the Company as well as the Managing Director or Chief Executive Officer of the Company.

The Resolution at Item No. 12 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013.

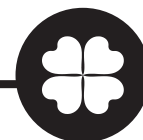
A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, upto the date of the AGM

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no. 12 for the approval of the members.

#### **ITEM NO. 13**

The Members are aware that underlying businesses of Religare Enterprises Limited and its subsidiaries and associates ("**Religare**") continue to demand capital for its growth and expansion and considering the buoyancy in capital market and global investor's appetite for Indian financial services company it is necessary that the Company should be ready for window of opportunity for capital raising going forward as and when the opportunity arises. The Board shall utilize the proceeds for 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 to enter into new financial services businesses, repayment of debt and other obligations, redemption of outstanding preference shares, making strategic acquisitions and general corporate purposes.



Considering the above, the Board of Directors of the Company on July 31, 2014, approved the raising of funds by issue of equity shares of the Company, and/or any instrument convertible into equity shares, whether optionally or otherwise in the course of domestic and / or international offerings, Global Depository Receipts (“GDRs”), American Depository Receipts (“ADRs”), Foreign Currency Convertible Bonds (“FCCBs”), Foreign Currency Exchangeable Bonds (“FCEBs”), securities with warrants including any instruments or securities representing either equity shares and/or convertible securities or securities linked to equity shares or equity shares/fully convertible debentures/partly convertible debentures or non-convertible debentures along with warrants or any securities other than warrants, which are convertible or exchangeable with equity shares at a later date, or a combination of the foregoing, whether rupee denominated or denominated in one or more foreign currency, in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad, (hereinafter referred as “Securities”), including but not limited to Qualified Institutional Buyers as defined under the SEBI ICDR Regulations, whether domestic investors / foreign investors through Qualified Institutions Placement (“QIP”) in terms of Chapter VIII of the SEBI ICDR Regulations, for an amount not exceeding in the aggregate ₹ 1,000 Crores (Rupees One Thousand Crores only) in one or more tranches through various offerings as contemplated in the resolution, in domestic and/ or international markets.

Pursuant to the above, the Board of Directors (the “Board” which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board) may, in one or more tranches, issue and allot Securities on such date as may be determined by the Board but not later than 12 months from the date of passing of the resolution.

The aforesaid Issue of Securities will be subject to receipt of requisite approvals from Appropriate Authorities, as applicable.

The said Resolution is for seeking approvals of Members of the Company for the proposed Issue of Securities and proposing to confer authority on the Board to do all such acts and deeds which may be required to offer, issue and allot Securities at opportune time, including the size, structure, price, timing and other terms and conditions of the Issue.

Since the pricing and other terms of the offerings cannot be decided except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the price and terms of the Issue of Securities. However, the same would be in accordance with the SEBI ICDR Regulations and /or issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Mechanism) Scheme, 1993 as amended from time to time or any other guidelines/ regulations / laws as may be applicable.

The other terms and conditions of the Issue will be determined in consultation with the merchant bankers, lead managers, consultants, advisors and / or such other intermediaries as may be appointed for the Issue of Securities.

The consent of the Members is being sought under Section 62(1)(c) of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, if any, and in terms of the SEBI ICDR Regulations and provisions of the listing agreements executed by the Company with the Stock Exchanges where the Company’s shares are listed.

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 in the above referred resolution except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company. However, one of the objects of the Issue is to redeem preference shares of the Company. Preference shares are proposed be redeemed from Oscar Investments Limited, entity in which promoters of the Company hold substantial interest. Promoters of the Company currently hold approximately 61.17% of the share capital of Oscar Investments Limited, directly or indirectly.

By order of the Board of Directors  
For Religare Enterprises Limited

Place: New Delhi  
Dated: July 31, 2014

Sd/-  
Mohit Maheshwari  
Company Secretary



**Additional information on Directors recommended for appointment or seeking re-appointment at the Annual General Meeting**

Particulars	Mr. A C Mahajan	Mr. Arun Ramanathan	Mr. Deepak Ramchand Sabnani	Mr. Harpal Singh	Mr. Padam Bahl	Mr. R.K Shetty	Mrs. Sangeeta Talwar
Date of Birth	July 5, 1950	April 25, 1949	May 11, 1955	Sept 11, 1949	October 2, 1951	March 19, 1948	May 5, 1956
Date of Appointment	March 1, 2013	May 6, 2013	April 9, 2007	April 9, 2007	April 9, 2007	June 28, 2013	Jan 31, 2014
Qualifications	M.Sc.(Hon Sch. Chemistry), CAIIB-I	Master of Philosophy in Developmental Economics from the Cambridge University, UK, MBA and Master of Science in Nuclear Physics and Associate Member of the Institute of Cost & Works Accountants of India	Received training in business from the Caritas Adult Education Centre, Hong Kong.	B.S degree in Economics and Master's Degree in public affairs from California State University at Hayward (C.S.C.H), California, U.S.A	Bachelor's degree in Commerce, Bachelor's degree in Law, Fellow member of the Institute of Chartered Accountants of India	Bachelor's degree in Engineering and Executive Development program in Product Management Control and Financial Management	MBA, Economic Honours Graduate
Expertise in specific functional areas	Wide experience in Banking and Financial Market	Retired Senior bureaucrat in the Government of India. Wide experience in the Financial Market	Wide experience in business management	Health, Education & Governance	Practicing Chartered Accountant and an Income Tax Advisor since 1979	Product Management Control and Financial Management	Marketing and Business Management
Number of Shares held in the Company	Nil	Nil	Nil	Nil	500	100	Nil

**Directorships held in other Companies as on date (excluding foreign companies)**

**Mr. A C Mahajan**

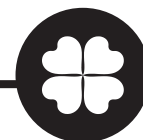
- 1 Hindustan Petroleum Corporation Limited
- 2 Himavat Power Limited
- 3 IDBI MF Trustee Company Limited
- 4 Lanco Babandh Power Limited

**Mr. Arun Ramanathan**

- 1 Indian Clearing Corporation Limited
- 2 National Textiles Corporation Limited
- 3 Shipping Corporation of India Limited
- 4 Equitas Holdings Private Limited
- 5 Equitas Micro Finance Private Limited
- 6 L&T Infra Debt Fund Limited

**Mr. Deepak Sabnani**

- 1 Religare Venture Capital Limited
- 2 Religare Securities Limited



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**Mr. Harpal Singh**

- 1 Fortis Healthcare Limited
- 2 SRL Limited
- 3 HealthFore Technologies Limited (Formerly known as Religare Technologies Limited)
- 4 Fortis Clinical Research Limited
- 5 Impact Projects Private Limited
- 6 Impact Agencies Private Limited

**Mr. Padam Bahl**

- 1 Religare Venture Capital Limited
- 2 Religare Securities Limited
- 3 Religare Commodities Limited
- 4 Religare Finvest Limited
- 5 Dion Global Solutions Limited
- 6 Religare Arts Initiative Limited
- 7 Verne Developers Private Limited
- 8 HealthFore Technologies Limited (Formerly known as Religare Technologies Limited)
- 9 Religare Capital Markets Limited
- 10 Religare Comtrade Limited (Formerly known as Religare Bullion Limited)

**Mr. R K Shetty**

- 1 HealthFore Technologies Limited (Formerly known as Religare Technologies Limited)
- 2 Dion Global Solutions Limited
- 3 Premier Hockey Development Private Limited
- 4 Fortis Malar Hospitals Limited
- 5 Religare Housing Development Finance Corporation Limited

**Mrs. Sangeeta Talwar**

- 1 Manipal Global Education Services Private Limited
- 2 HCL Infosystems Limited

**Memberships/ Chairmanships of committees of other companies as on date (includes only Audit Committee and Stakeholders Relationship Committee)**

**Mr. A C Mahajan**

- 1 Hindustan Petroleum Corporation Limited- Audit Committee (Chairman) & Investors Grievances Committee(Chairman)
- 2 Himavat Power Limited- Audit Committee (Chairman)
- 3 IDBI MF Trustee Company Limited- Audit Committee (Member)
- 4 Lanco Babandh Power Limited- Audit Committee (Member)

**Mr. Arun Ramanathan**

- 1 Indian Clearing Corporation Limited- Audit Committee (Member)
- 2 National Textiles Corporation Limited - Audit Committee (Member)
- 3 Shipping Corporation of India Limited- Audit Committee (Member) & Investors Grievances Committee(Chairman)



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**Mr. Deepak Sabnani**

- 1 Religare Securities Limited- Audit Committee (Member)

**Mr. Harpal Singh**

- 1 HealthFore Technologies Limited - Stakeholders Relationship Committee(Member)
- 2 SRL Limited- Audit Committee (Member)
- 3 Fortis Healthcare Limited- Audit Committee (Member) & Stakeholders Relationship Committee(Member)

**Mr. Padam Bahl**

- 1 Religare Venture Capital Limited- Audit Committee (Member)
- 2 Religare Securities Limited – Audit Committee (Chairman)
- 3 Religare Finvest Limited- Audit Committee (Member) & Stakeholders Relationship Committee(Member)
- 4 Dion Global Solutions Limited- Audit Committee (Chairman) & Stakeholders Relationship Committee(Member)
- 5 Religare Arts Initiative Limited- Audit Committee (Member)
- 6 HealthFore Technologies Limited - Audit Committee (Chairman)
- 7 Religare Capital Markets Limited- Audit Committee (Chairman)

**Mr. R K Shetty**

- 1 HealthFore Technologies Limited - Audit Committee (Member) & Stakeholders Relationship Committee(Chairman)
- 2 Dion Global Solutions Limited- Audit Committee (Member)
- 3 Religare Housing Development Finance Corporation Limited - Audit Committee (Chairman)
- 4 Fortis Malar Hospitals Limited- Audit Committee (Member)

**Mrs. Sangeeta Talwar**

- 1 HCL Infosystems Limited - Stakeholder Relationship Committee (Member)





ATTENDANCE SLIP/E-VOTING 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**

Please fill attendance slip and hand it over at the entrance of the meeting hall  
Joint shareholders may obtain additional Slip at the venue of the meeting.

Name and address of the shareholder/Proxy: \_\_\_\_\_

Folio No.: \_\_\_\_\_

DP ID & Client ID\*: \_\_\_\_\_

No. of Shares held: \_\_\_\_\_

I/We hereby record my/our presence at the 30<sup>th</sup> Annual General Meeting of the Company held on Thursday, September 11, 2014 at 4:00 P.M. at Air Force Auditorium, Subroto Park, New Delhi - 110010.

Signature of the Shareholder or Proxy\*\* : \_\_\_\_\_

\*Applicable for investors holding shares in electronic form.

\*\*Strike out whichever is not applicable

**FOR ATTENTION OF THE SHAREHOLDER**

Shareholders may please note the **User id and Password** given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014. Detailed instructions for e-voting are given in the notes to the AGM Notice.

**ELECTRONIC VOTING PARTICULARS**

<b>EVEN (E-Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>



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

(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: \_\_\_\_\_

Address: .. \_\_\_\_\_

\_\_\_\_\_

Signature: \_\_\_\_\_ or failing him \_\_\_\_\_

3. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: .. \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, September 11, 2014 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	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014.		
2	Re-appointment of Mr. Harpal Singh who retires by rotation		
3	Appointment of Auditors and fixing their remuneration		
<b>Special Business</b>			
4	Appointment of Mrs. Sangeeta Talwar as an Independent Director		
5	Appointment of Mr. Padam Bahl as an Independent Director		
6	Appointment of Mr. Deepak Ramchand Sabnani as an Independent Director		
7	Appointment of Mr. Arun Ramanathan as an Independent Director		
8	Appointment of Mr. Avinash Chander Mahajan as an Independent Director		
9	Appointment of Mr. Rama Krishna Shetty as an Independent Director		
10	Payment of Commission to non Whole-time Directors.		
11	Borrowing money upto ₹ 3000 Crores over and above the aggregate of paid up capital and free reserves of the Company		
12	Amendment in Articles of Association of the Company by inserting new Article 159A		
13	Raising of funds upto ₹ 1000 Crores through further issue of Capital		

\*Applicable for investors holding shares in electronic form.

Signed this ..... day of ..... 2014.

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

Affix  
₹ 1  
Revenue  
Stamp

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

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

\_\_\_\_\_  
Signature of third proxy holder

**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) 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.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.