



Religare Enterprises Limited

Employees' Remuneration Policy

(Effective from July 31, 2014)

(Amended on May 27, 2016)

EMPLOYEES' REMUNERATION POLICY

1. Preamble

The Board of Directors (the "Board") of Religare Enterprises Limited (the "Company" or "REL"), has adopted the following policy and procedures with regard to the remuneration of Employees' of the Company as defined below. The Nomination and Remuneration Committee will review and may amend this policy from time to time.

This policy will be applicable to the Company. This policy is to regulate the remuneration of existing and new Employees' of the Company based on the laws and regulations applicable on the Company.

2. Purpose

This policy is framed as per requirement of Sections 178 and 203 of the Companies Act, 2013 ("Act") read with applicable Regulations under the Act and intended to ensure fairness in the remuneration process of existing and new Employees' of the Company.

3. Definitions

"Nomination and Remuneration Committee" means Committee of Board of Directors of the Company constituted under provisions of Companies Act, 2013 and the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations")

"Board" means Board of Directors of the Company

"Employee" means employee of the Company whether employed in India or outside India.

"Policy" means Employees' Remuneration Policy.

"Company" means the Religare Enterprises Limited.

"ESOP" means employee stock options granted under various ESOP Schemes of the Company.

4. Policy

4.1 The Remuneration Policy is designed to attract, motivate and retain performing employees in a competitive market. Remuneration for new employees will be decided by HR representative in consultation with the supervisor at the time of hiring & for existing employees revision of remuneration, if any, will be based on annual performance review exercise. Based on the review exercise, eligible performing employees may also be rewarded with bonus depending upon company's, department & individual performance of the employee. Employee remuneration consists of fixed pay & variable pay in the form of incentives/bonus/ESOPs. Objective of incentives/bonus is to promote meritocracy & performance orientation whereas ESOPs are awarded to promote entrepreneurial culture & long term wealth creation.

5. Effective Date of the Policy

This Policy will come into effect from the date of approval of the same by the Board of Directors of Company.

Signed

Effective Date