

July 11, 2018

**The National Stock Exchange of India Ltd  
Corporate Communications Department  
"Exchange Plaza", 5<sup>th</sup> Floor,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai - 400051**

**BSE Limited  
Department of Corporate Services  
25<sup>th</sup> Floor, P J Towers  
Dalal Street, Mumbai - 400 001**

**Scrip Symbol: RELIGARE EQ**

**Scrip Code: 532915**

**Sub: Corporate Governance Report**

Dear Sir,

Please find enclosed herewith the Corporate Governance Report of Religare Enterprises Limited ("REL") for the quarter ended on June 30, 2018 in the prescribed form Annexure I, pursuant to Regulation 27 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 read with SEBI Circular *CIR/CFD/CMD/5/2015* dated September 24, 2015.

Kindly take the same on record.

Thanking You,

Yours Sincerely,

**For Religare Enterprises Limited**

  
**Reena Jayara  
Company Secretary**



**Encl.: a/a**

1. Name of Listed Entity: Religare Enterprises Limited

2. Quarter ending: June 30, 2018

I. Composition of Board of Directors								
Title Mr./ Ms.	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non Executive/ independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Vikram Talwar	PAN: AAAPT2152L DIN: 00416236	Non Executive/Independent Director	February 17, 2018	5 Years	1	3	NIL
Mr.	Malay Kumar Sinha	PAN: AJCPS8649E DIN: 08140223	Non Executive/Independent Director	May 28, 2018	5 Years	1	1	NIL
Mrs.	Vijayalakshmi Rajaram Iyer	PAN: AAHPI7741P DIN: 05242960	Non-Executive/ Independent Director	May 08, 2018	5 Years	5	1	4
Mrs.	Sabina Vaisoha	PAN: AAKPV9564A DIN: 00207306	Non-Executive/ Independent Director	October 04, 2017	5 Years	1	2	1
Mr.	Krishnan Subramanian	PAN: AEIPK4663H DIN: 08038047	Executive Director	January 24, 2018	3 years	1	1	NIL
II. Composition of Committees								
Name of Committee			Name of Committee Members		Category (Chairperson/Executive/Non-Executive/independent/Nominee)			
1. Audit & Governance Committee (AGC)			Mrs. Vijayalakshmi Rajaram Iyer		Non-Executive/Independent - Chairman			
			Mr. Vikram Talwar		Non-Executive/Independent - Member			
			Mr. Malay Kumar Sinha		Non-Executive/Independent - Member			
2. Nomination & Remuneration Committee@			Mr. Vikram Talwar		Non-Executive/Independent - Chairman			
			Mrs. Vijayalakshmi Rajaram Iyer		Non-Executive/Independent - Member			
3. Risk Management Committee (if Applicable)*			Mr. Vikram Talwar		Non-Executive/Independent - Member			
			Mr. Malay Kumar Sinha		Non-Executive/Independent - Member			
			Mrs. Vijayalakshmi Rajaram Iyer		Non-Executive/Independent - Member			
4. Stakeholders Relationship Committee@			Ms. Sabina Vaisoha		Non-Executive/Independent - Chairman			
			Mr. Krishnan Subramanian		Executive Director - Member			
<p>@Mr. RK Shetty, Non- Executive Independent Director resigned from the Board w.e.f. June 30, 2018, therefore he ceased to be member of the Nomination &amp; Remuneration Committee and Stakeholder Relationship Committee on the said date.</p>								
III. Meeting of Board of Directors								
Date(s) of Meeting (if any) in the previous quarter			Date(s) of Meeting (if any) in the relevant quarter			Maximum gap between any two consecutive meetings (in number of days)		
January 24, 2018 February 14, 2018 February 17, 2018 March 20, 2018			May 16, 2018 May 30, 2018			56 days		
IV. Meeting of Committees								
Date(s) of meeting of the committee in the relevant quarter		Whether requirement of Quorum met (details)		Date(s) of meeting of the committee in the previous quarter		Maximum gap between any two consecutive meetings in number of days		
1. Audit & Governance Committee Meeting (AGC):		Yes		February 14, 2018 March 19, 2018		103 days		

May 29, 2018			
2. Nomination & Remuneration Committee (NRC) : Nil	N.A.	January 24, 2018 February 17, 2018	-
3. Stakeholders Relationship Committee (SRC): May 30, 2018	Yes	February 07, 2018	111 days

**V. Related Party Transactions**

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

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination and Remuneration Committee  
*Mr. RK Shetty, Non- Executive Independent Director resigned from the Board w.e.f. June 30, 2018, therefore he ceased to be member of the Nomination & Remuneration Committee and Stakeholders Relationship Committee. The Company is in process to re-constitute the Nomination & Remuneration Committee in accordance to Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act 2013.*
  - c. Stakeholders Relationship Committee  
*Mr. RK Shetty, Non- Executive Independent Director resigned from the Board w.e.f. June 30, 2018, therefore he ceased to be member of the Nomination & Remuneration Committee and Stakeholders Relationship Committee. The Company is in process to re-constitute the Nomination & Remuneration Committee in accordance to Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act 2013.*
  - d. Risk Management Committee (applicable to the top 100 listed entities based on market capitalization)\*
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Report for Quarter and year ended on March 31, 2018 has been placed before the Board Meeting held on May 16, 2018. However, no comments/observations/advice was given by the Board. This relevant quarter report will be placed in upcoming board meeting.

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

For Religare Enterprises Limited

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

