

October 12, 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**

**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 & half year ended on September 30, 2018 in the prescribed form Annexure I & Annexure III, pursuant to Regulation 27 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

Kindly take the same on record.

Thanking You,

Yours truly,

**For Religare Enterprises Limited**


  
**Reena Jayara  
Company Secretary**



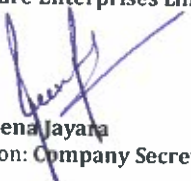
**Encl.: a/a**

1. Name of Listed Entity: Religare Enterprises Limited  
 2. Quarter ending: September 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 Director ship 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.	Malay Kumar Sinha	PAN: AJCPS8649E DIN: 08140223	Non Executive/Independent Director	May 28, 2018	5 Years	1	2	Nil
Mr.	Sushil Chandra Tripathi	PAN: ACXPT9105A DIN: 00941922	Non Executive/Independent Director	August 01, 2018	5 Years	5	4	4
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	1	1
Mr.	Krishnan Subramanian	PAN: AEIPK4663H DIN: 08038047	Executive/Non Independent 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. Malay Kumar Sinha		Non-Executive/Independent - Member				
		Mr. Sushil Chandra Tripathi		Non-Executive/Independent - Member				
2. Nomination & Remuneration Committee		Mr. Malay Kumar Sinha		Non-Executive/Independent - Chairman				
		Mrs. Vijayalakshmi Rajaram Iyer		Non-Executive/Independent - Member				
		Mr. Sushil Chandra Tripathi		Non-Executive/Independent - Member				
3. Risk Management Committee (if Applicable)*		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. Malay Kumar Sinha		Non-Executive/Independent - Member				
		Mr. Krishnan Subramanian		Executive Director - Member				
III. Meeting of Board of Directors								
Date(s) of Meeting (if any) in the previous quarter		Date(s) of Meeting (if any) in the relevant quarter			Maximum gap between any two consecutive (in number of days)			
May 16, 2018 May 30, 2018		August 01, 2018; August 07, 2018 September 06, 2018			62 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 : August 01, 2018 September 06, 2018		Yes		May 29, 2018		63 Days		
2. Nomination & Remuneration Committee :		Yes		NIL		-		

August 01, 2018 August 07, 2018			
3. Stakeholders Relationship Committee: NIL	Yes	May 30, 2018	-
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance Status (Yes/No/NA)</b>	
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	
<b>VI. Affirmations</b>			
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015               <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination and Remuneration Committee</li> <li>c. Stakeholders Relationship Committee</li> <li>d. Risk Management Committee (applicable to the top 100 listed entities)*</li> </ol> </li> <li>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.</li> <li>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.</li> <li>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 Quarter ended on June 30, 2018 has been placed before the Board Meeting held on August 01, 2018. However, no comments/observations/advice was given by the Board. This relevant quarter report will be placed in next board meeting.</li> </ol>			
*As per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Company is not under obligation to constitute the Risk Management Committee. However, Company has the Committee in place.			
For Religare Enterprises Limited			
			
Name: Reena Jayara Designation: Company Secretary			

**ANNEXURE III**

<b>Affirmations:</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website.	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting.	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>For Religare Enterprises Limited</b></p>  <p>Name: <b>Reena Jayara</b> Designation: <b>Company Secretary</b></p>		