

**RELIGARE ENTERPRISES LIMITED****Regd off: 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi-110019****CIN: L74899DL1984PLC146935****Phone: +91 – 11 – 4627 2400, Fax No: +91 – 11 – 4627 2447****Website: www.religare.com, E-mail: investorservices@religare.com****NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

NOTICE is hereby given that an Extra-ordinary General Meeting (“EGM”) of the Members of Religare Enterprises Limited will be held on **Monday, March 19, 2018 at 11.00 A.M. at Air Force Auditorium, Subroto Park, New Delhi - 110010** to transact the following business:

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** pursuant to the provisions of Section 42, 62, and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and any other rules / regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India, stock exchanges and/or any other statutory/ regulatory authority, listing agreement executed with stock exchanges in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required and subject to such conditions as may be prescribed by any of them, while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot, in one or more tranches up to 175,559,960 (Seventeen Crores Fifty Five Lakhs Fifty Nine Thousand Nine Hundred and Sixty) warrants (“Warrants”) of Rs. 52.20 each (“Warrants Issue Price”), exercisable into equal number of Equity Shares of face value of Rs.10/- each of the Company on a preferential basis to entities/persons as mentioned in the Explanatory Statement, for cash and in such form and manner and upon such terms and conditions as the Board may in its absolute discretion deem appropriate, in accordance with the ICDR Regulations and other applicable laws and regulations provided however, that the price arrived as stated above is not less than the price arrived at as per the provisions of Chapter VII of ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) An amount equivalent to 25 percent of the Warrant Issue Price shall be payable at the time of subscription and allotment of each warrant and the balance 75 percent of the Warrant Issue Price shall be payable by the warrant holder(s) on or before the exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- (b) In accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of the Equity Shares to be issued upon exercise of Warrants in terms hereof shall be February 16, 2018 (February 17, 2018 being holiday), being the date 30 days prior to this Extra-ordinary General Meeting.
- (c) The Warrant holders shall, subject to ICDR Regulations, the Takeover Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of eighteen months from the date of the allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of Rs.10/- each to the Warrant holders.
- (d) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- (e) In the event, the Warrant holders do not exercise the Warrants within a period of eighteen months from the date of allotment, the Warrants shall lapse and the amount paid by the Warrant holder(s) on such Warrants shall stand forfeited by the Company.



- (f) That the Warrants do not give any rights/entitlements to the Warrant holders as a shareholder of the Company.
- (g) The Company shall ensure that the listing and trading approvals for Equity Shares to be issued and allotted to the Warrant holder(s) upon exercise of Warrants are received from the relevant stock exchanges in accordance with the ICDR Regulations and SEBI LODR Regulations.
- (h) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
- (i) The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter VII of the ICDR Regulations from time to time.
- (j) In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the Warrants including reduction of the size of the issue(s), as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares upon exercise of the entitlement attached to Warrants, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the Issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and utilisation of proceeds of the Warrants, accept modifications and amendments if any as may be prescribed by the Authorities and, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done or may be done pursuant to and in terms of Board authorization, including inviting advance subscription/ exercise money towards issue of Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or officer(s) of the Company or any other person(s) as may be necessary to give effect to the aforesaid resolution.”

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

Place : New Delhi
Date : February 19, 2018

**Sd/-
Reena Jayara
Company Secretary**

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM 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 to be transacted as per notice, is annexed hereto.
4. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
5. 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.
6. 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 (“Karvy”), Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Members holding shares in electronic



form must intimate the change in their address, if any, to their respective Depository Participant.

7. **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 Registrar and Transfer Agent by writing to Karvy Computershare Private Limited, (Unit: Religare Enterprises Limited), Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 or through e-mail at einward.ris@karvy.com.**
8. The Notice of the EGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose e-mail 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 EGM is also available on the Company’s website, www.religare.com. The physical copy(ies) of the Notice 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 or may write to the Company at Prius Global, A-3/4/5, Sector – 125, Noida – 201301, UP, India, for the attention of Ms. Reena Jayara, Company Secretary of the Company.
9. The Securities and Exchange Board of India 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.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office and/or Corporate Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the EGM of the Company.
11. In compliance with the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (‘Amended Rules 2015’), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility of voting through electronic means (remote e-voting) on the resolution set forth in this notice. In this regard, the Company has agreement with KARVY COMPUTERSHARE PRIVATE LIMITED for facilitating remote e-voting to enable the shareholders to cast their votes electronically. However, E-voting is optional.
12. For the members who do not have access or casted their votes by remote e-voting, facility for voting through polling paper shall be provided at the EGM and members attending the meeting who have not already casted their votes by remote e-voting shall be able to cast their votes at the EGM. However, the members who have casted their votes by remote e-voting prior to the date of the EGM may also attend the meeting but shall not be entitled to cast their vote again.
13. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through polling paper will not be considered.
14. For the immediate reference, route map for reaching the venue of the EGM is attached.

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 Number 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 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) 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: contact@cssanjaygrover.in. 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 EGM 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 attendance slip
- (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 voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, March 12, 2018 (hereinafter called as “Cut-off Date”). A person who is not a Member as on the cut-off date should treat this Notice for information only.**
- (ii) **A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the Depositories as on the Cut-off Date, i.e. Monday, March 12, 2018 only shall be entitled to avail the facility of remote e-voting / voting at the EGM.**
- (iii) Any person, who acquires shares and become Member of the Company after the dispatch of the Notice and holds shares as on the Cut-off Date may obtain the login ID and password by sending an e-mail request to evoting@karvy.com or calling Karvy’s toll free number 1800 345 400.
- (iv) The remote e-voting period commences on Friday, March 16, 2018 (9.00 a.m. IST) and ends on Sunday, March 18, 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off Date, may cast their vote electronically. The e-voting module shall be forthwith blocked by Karvy for voting thereafter. Once the vote on a resolution is casted by the Member, he shall not be allowed to change it subsequently.
- (v) 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. S V Raju of Karvy Computershare Private Limited at 040-67162222 or at 1800 345 4001 (toll free).



- (vi) 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.
- (vii) The Board of Directors has **appointed Mr. Sanjay Grover, Practicing Company Secretary (Membership No. 4223) as a Scrutinizer** to scrutinize the voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes casted at the EGM by ballot paper and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in employment of the Company.
- Thereafter, the Scrutinizer shall within 48 (forty eight) hours from the conclusion of the EGM make a Consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, to the Chairman of the meeting or any person authorized by him in writing. The Results on the resolution set forth in notice shall be declared after the submission of Consolidated Scrutinizer's Report, either by Chairman of the Company or by any person authorized by him in writing, who shall countersign the same and the resolution shall be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolution.
- (viii) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.religare.com) and on Karvy's website (<https://evoting.karvy.com>) after passing of the resolution and communication of the same to BSE Limited and National Stock Exchange of India Limited, where securities of the Company are listed.

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

**Place : New Delhi
Date : February 19, 2018**

**Sd/-
Reena Jayara
Company Secretary**

EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE DATED FEBRUARY 19, 2018, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 1 of the accompanying Notice:

ITEM NO. 1

In order to meet long-term funding requirements of the Company, the Board at its meeting held on February 19, 2018 has accorded its approval for raising funds through preferential issue by issuing up to 175,559,960 (Seventeen Crores Fifty Five Lakhs Fifty Nine Thousand Nine Hundred and Sixty) warrants ("Warrants") of Rs. 52.20 each ("Warrants Issue Price"), exercisable into equal number of Equity Shares of face value of Rs. 10/- each of the Company on a preferential basis to entities/persons mentioned in Point (v).

Pursuant to provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 ("Act"), any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. Salient features of preferential issue of warrants are given in the Resolution. Further, in terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("ICDR Regulations"), the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

i. The Objects of the issue through preferential offer:

The proceeds of the preferential offer are proposed to be used to meet long-term funding requirements of the Company to *inter alia* fund Company's growth capital requirements, to meet the Company's capital expenditure, making investments/providing loans or inter-corporate deposits, enhance its long term resources and thereby strengthening the financial structure of the Company and its subsidiaries and for other general corporate purposes and purposes permitted by applicable laws.

ii. The intention of the Promoters/Directors/ Key Management Personnel to subscribe to the offer:

Promoters/Directors/Key Management Personnel do not intend to subscribe the offer except Mr. Ashok Mehta, Director of the Company, who intends to subscribe the preferential offer to the extent mentioned in Point (v)

iii. Relevant Date:

As per the ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of the Equity Shares to be issued upon exercise of Warrants in terms hereof shall be February 16, 2018 (February 17 , 2018 being holiday), being the date 30 days prior to this Extra-ordinary General Meeting.

**iv. Pricing of Preferential Issue:**

The ICDR Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- (i) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- (ii) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

The pricing of the Warrants to be allotted on preferential basis is Rs. 52.20 per Equity Share of face value of Rs. 10/- each, which is not lower than the price determined in accordance with the Chapter VII of the ICDR Regulations.

The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the provisions of the Chapter VII of the ICDR Regulations.

v. The Identity of the natural persons who are the ultimate beneficial owners of the shares/Warrants proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them:

S. NO.	Identity of Proposed allottees	Category (Non-Promoter)	Natural Persons who are the ultimate beneficial owners	Pre - Issue shareholding	No of Warrants to be allotted	Post-issue shareholding on exercise of Warrants*
1.	Bay Capital Investments Ltd	Bay Capital Investments Ltd is fund incorporated under the laws of Mauritius as a public limited by shares, licensed by FSC as a category 1 global business license company under the Financial Services Act 2007 and authorised as a collective investment scheme under the Securities Act 2005.	The fund primarily invests in securities that are traded publicly and privately in India . It is managed by Bay Capital Partners Ltd, the investment manager. Majority of the investors in the fund are from US, UK, Switzerland, Singapore and Hong Kong.	-	57,471,250	57,471,250 (16.23%)
2.	Ashok Mehta	Individual	N.A	-	19,157,080	19,157,080 (5.41%)
3.	Ashwani Mehta	Individual	N.A	-	5,000,000	5,000,000 (1.41%)
4.	Bakulesh T Shah	Individual	N.A	-	1,206,890	1,206,890 (0.43%)
5.	Sameeksha Hegde	Individual	N.A	-	1,206,890	1,206,890 (0.43%)
6.	Rupal Udeshi	Individual	N.A	25,000 (0.01%)	191,570	216,570 (0.06%)
7.	Sharda Jain	Individual	N.A	-	1,005,740	1,005,740 (0.08%)
8.	Ridhay Kapoor	Individual	N.A	-	229,880	229,880 (0.06%)
9.	Chandrakanta Enterprise	Partnership Firm	Vipul Modi	-	19,348,650	19,348,650 (5.47%)



S. NO.	Identity of Proposed allottees	Category (Non-Promoter)	Natural Persons who are the ultimate beneficial owners	Pre-Issue shareholding	No of Warrants to be allotted	Post-issue shareholding on exercise of Warrants*
10.	Quick Realtors LLP	Limited Liability Partnership	Vipul Modi & Amit Kesari	500,000 (0.28%)	9,770,110	10,270,110 (2.90%)
11.	Sunder Iyer	Individual	N.A	-	4,789,270	4,789,270 (1.35%)
12.	Twenty First Century Management Services Ltd	Listed Company	N.A	-	4,789,270	4,789,270 (1.35%)
13.	Chanakya Corporate Services Pvt Ltd	Company	Utpal Sheth & Nipa Sheth	-	1,915,700	1,915,700 (0.54%)
14.	Vijay Aggarwal	Individual	N.A	-	200,000	200,000 (0.06%)
15.	Anita Chainrai Advani	Individual	N.A	-	6,130,260	6,130,260 (1.73%)
16.	Mysore Petro Chemicals Limited	Listed Company	N.A	-	574,710	574,710 (0.16%)
17.	Vindhyachal Hydro Power Pvt Ltd	Company	Shrikant Somani	-	383,140	383,140 (0.11%)
18.	Girdharilal V Lakhi	Individual	N.A	639,006 (0.36%)	3,831,410	4,470,416 (1.26%)
19.	Chirag Dilipkumar Lakhi	Individual	N.A	360,000 (0.20%)	3,831,410	4,191,410 (1.18%)
20.	Dinesh Manilal Mehta	Individual	N.A	-	526,810	526,810 (0.15%)
21.	Pallavi Dinesh Mehta	Individual	N.A	-	526,810	526,810 (0.15%)
22.	Rajeev Sushil Kumar	Individual	N.A	-	95,780	95,780 (0.03%)
23.	Chitra Arvind Sonde	Individual	N.A	-	95,780	95,780 (0.03%)
24.	Divyam Tie Up LLP	Limited Liability Partnership	Ajay Dilkush Sarupria & Jasmine Ajay Sarupria	-	1,436,780	1,436,780 (0.41%)
25.	Darshankumar Naranbhai Patel	Individual	N.A	-	191,570	191,570 (0.05%)
26.	Arati Babubhai Patel	Individual	N.A	-	191,570	191,570 (0.05%)
27.	Manan Arati Patel	Individual	N.A	-	95,780	95,780 (0.03%)
28.	Bhavnaben Darshanbhai Patel	Individual	N.A	-	95,780	95,780 (0.03%)
29.	Manguben Babulal Patel	Individual	N.A	-	95,780	95,780 (0.03%)
30.	Bhavna Darshanbhai Patel Pvt Trust	Trust	Janki Darshanbhai Patel	-	287,350	287,350 (0.08%)
31.	Arati Babubhai Patel Pvt Trust	Trust	Manan Arati Patel	-	95,780	95,780 (0.03%)
32.	Dipam Kanubhai Patel	Individual	N.A	-	191,570	191,570 (0.05%)
33.	Dignesh Pramukhlal Patel	Individual	N.A	-	191,570	191,570 (0.05%)



S. NO.	Identity of Proposed allottees	Category (Non-Promoter)	Natural Persons who are the ultimate beneficial owners	Pre-Issue shareholding	No of Warrants to be allotted	Post-issue shareholding on exercise of Warrants*
34.	Gopi Rashmikant Sheth	Individual	N.A	-	47,890	47,890 (0.01%)
35.	Hasmukhbhai J Patel	Individual	N.A	-	47,890	47,890 (0.01%)
36.	Rajesh Jaykumar Doshi	Individual	N.A	-	47,890	47,890 (0.01%)
37.	Bhagat Industrial Corporation Ltd	Company	Shashank Bhagat	-	1,019,150	1,019,150 (0.29%)
38.	John Tinson & Co. Private Limited	Company	Shashank Bhagat	-	509,575	509,575 (0.14%)
39.	Puran Associates Private Limited	Company	Anand Chand Burman & Minnie Burman	-	18,199,230	18,199,230 (5.14%)
40.	Milky Investment And Trading Company	Company	Anand Chand Burman & Minnie Burman	-	4,789,270	4,789,270 (1.35%)
41.	M.B. Finmart Private Limited	Company	Mohit Burman	20,000 (0.01%)	5,747,125	5,767,125 (1.63%)

*Assuming full conversion of warrants.

vi. Shareholding Pattern pre and post preferential issue of Warrants:

The shareholding pattern before and after the preferential issue of Warrants would be as under:

Category of Shareholder		Pre Issue (As on February 9, 2018)		Post Issue (After allotment of Warrants*)	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A.	Promoters' Shareholding				
	Promoters	2,666,545	1.49	2,666,545	0.75
	Promoter Group	3,546,272	1.99	3,546,272	1.00
	Sub-total	6,212,817	3.48	6,212,817	1.75
B.	Public Shareholding				
I.	Institutional Investors				
	Mutual Funds	-	-	-	-
	Financial Institutions / Banks	17,932,138	10.05	17,932,138	5.07
	Foreign Portfolio Investors	42,381,362	23.75	42,381,362	11.97
II.	Non-Institutional Investors				
	Bodies Corporate	38,281,663	21.45	87,415,723	24.69
	Foreign Corporate Bodies	13,014,267	7.29	70,485,517	19.91
	Non-Resident Indians	8,877,151	4.97	15,007,411	4.24
	Non-Resident Indians (Non-Repatriable)	3,172,137	1.78	3,172,137	0.90
	Others	48,583,713	27.22	111,408,103	31.47
	Sub-total	172,242,431	96.52	347,802,391	98.25
	Total (A+B)	178,455,248	100	354,015,208	100

*Assuming full conversion of warrants.

**vii. Timeline within which the allotment shall be completed:-**

As required under the ICDR Regulations, the preferential issue of Warrants shall be completed within a period of 15 days from the date of passing of the special resolution by the Shareholders. Provided that where the allotment is pending on account of any approval from any Regulatory Authority/ Body the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

viii Change in control:

There shall be no change in management or control of the Company pursuant to the issue of equity shares.

ix. Auditors certificate:

The Statutory Auditors' certificate certifying that the above issue of Warrants is being made in accordance with the ICDR Regulations, shall be placed before the Shareholders of the Company at the Extra-ordinary General Meeting of the Company and shall also be available for inspection by the members. The Auditor's Certificate will also be displayed on the website of the Company – www.religare.com.

x. Lock in period

The Warrants and Equity Shares to be allotted on exercise thereof shall be subject to lock-in as per the ICDR Regulations. The entire pre-preferential allotment shareholding of the above allottees shall also be locked-in as per the Regulation 78 of the ICDR Regulations.

xi. Undertakings

As required under the ICDR Regulations the Company hereby undertakes that,

- (a) It shall re-compute the price of the Warrants or Equity Shares to be issued on conversion of Warrants in terms of the ICDR Regulations, where it is required to do so.
- (b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Warrants/ Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.

Further, the Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended, (the "SCRR") and Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations")

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to applicable provisions of Companies Act, 2013 and Chapter VII of the SEBI Regulations. Your Directors, therefore, recommend the resolution for your approval.

The Company has not made any preferential issue of securities in this financial year, other than the proposed issuances as stated in this notice. The proposed allottees have not sold any equity shares of the Company during the six months preceding the Relevant Date. The proposed allottees have not subscribed to any Warrants during the last one year. Further, it is hereby confirmed that neither the Company nor any of its Promoters or Directors are willful defaulter.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company are, in anyway, concerned or interested, financially or otherwise, in the above resolution except as follows:

- a. Belowmentioned relatives Mr. Siddharth Mehta and entity related to him intend to subscribe the Warrants:
 - i. Mr. Dinesh Manilal Mehta (Father)
 - ii. Mrs. Pallavi Dinesh Mehta (Mother)
 - iii. Bay Capital Investments Ltd (It is managed by investment manager Bay Capital Partners Ltd in which Mr. Siddharth Mehta has substantial interest)

The members may note that appointment of Mr. Siddharth Mehta is subject to RBI approval and will become effective post RBI approval.

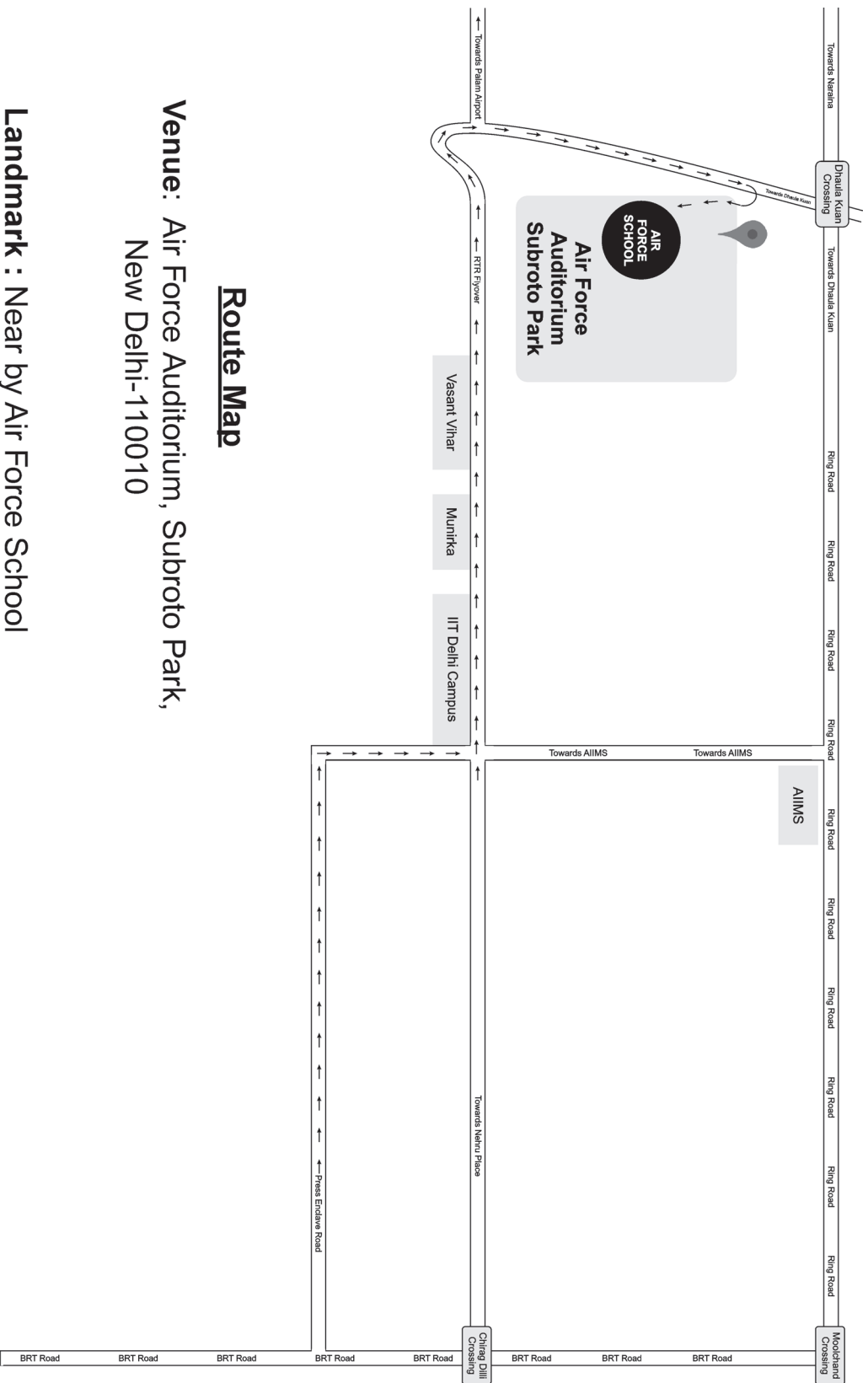
- b. Mr. Ashok Mehta intends to subscribe the Warrants.

The Board recommends the resolution for approval of the members as a Special Resolution.

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

**Place : New Delhi
Date : February 19, 2018**

**Sd/-
Reena Jayara
Company Secretary**



AIR FORCE SCHOOL
Air Force Auditorium
Subroto Park

AIIMS

Route Map

**Venue: Air Force Auditorium, Subroto Park,
 New Delhi-110010**

Landmark : Near by Air Force School



PROXY FORM

RELIGARE ENTERPRISES LIMITED

Registered Office: 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi-110019

CIN: L74899DL1984PLC146935

Phone: +91 – 11 – 4627 2400, Fax No: +91 – 11 – 4627 2447

E-mail: investorservices@religare.com/ website: www.religare.com

MGT 11 - PROXY FORM

(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) either for or against each resolution for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Monday, March 19, 2018 at 11.00 A.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
Special Business:			
1	Special Resolution for approval for issue of warrants on preferential basis		

*Applicable for investors holding shares in electronic form.

Signed thisday of 2018.

Signature of shareholder

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.

Further, the holder of this form may vote either for or against each resolution.

- ** (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 joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



RELIGARE ENTERPRISES LIMITED

Registered Office: 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi-110019

CIN: L74899DL1984PLC146935

Phone: +91 – 11 – 4627 2400, Fax No: +91 – 11 – 4627 2447

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.

SNO-

Name

Address

DP ID* / Folio No.

No. of Shares held

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held on Monday, March 19, 2018 at 11.00 A.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.

ELCTRONIC VOTING PARTICULARS

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