



RELIGARE ENTERPRISES LIMITED

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24, Nehru Place, New Delhi – 110019

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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies Management and Administration) Rules, 2014

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), (“**the Rules**”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard – II on General Meetings (**SS-II**) issued by the Institute of the Company Secretaries of India and any other applicable laws and regulations, to transact the following proposed special business by the members of the Religare Enterprises Limited (“**the Company**”) by passing resolutions through postal ballot (“Postal Ballot”)/ electronic voting (“e-voting”)

SPECIAL BUSINESSES:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI Board, Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the Promoter and Promoter Group status of the following persons/entities (hereinafter individually & jointly referred to as the ‘Applicants’) to ‘Public category’:

Promoters

1. Malvinder Mohan Singh
2. Shivinder Mohan Singh

Promoter Group

3. Japna Malvinder Singh
4. Aditi Shivinder Singh
5. Abhishek Singh
6. RHC Holding Private Limited
7. RHC Finance Private Limited
8. PS Trust (held in the name of Malvinder Mohan Singh & Shivinder Mohan Singh)

RESOLVED FURTHER THAT the approval of the Company be and is hereby also given for re-classification of the following entities, if any, to the ‘Public Category’ :

- i. All bodies corporate in which ten percent or more of the equity share capital is held by the Applicants, either individually or jointly,;
- ii. Any body corporate in which a body corporate as provided in (i) above holds ten percent or more, of the equity share capital;

- iii. Any Hindu Undivided Family or firm in which the aggregate shareholding of the Applicants, either individually or jointly, is equal to or more than ten percent of the total;

RESOLVED FURTHER THAT on approval of the SEBI Board/ Stock Exchange (whichever applicable) upon application for reclassification of the aforementioned Applicants, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in regard including delegation of requisite authority to submit application for reclassification to the SEBI Board, Stock Exchanges, wherein the securities of the Company are listed or any other regulatory body, as may be required.”

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

Sd/-

Reena Jayara

Company Secretary

Membership No.:A19122

Place : Gurugram

Date : September 06, 2018

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts for the proposed resolution is annexed herein below.
2. The Notice of Postal Ballot along with Postal Ballot Form (“**the Notice**”) containing instruction is being sent to all the Members of the Company whose names appear on the Register of Members/list of Beneficial Owners as received from the Depositories, National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, September 7, 2018 (hereinafter called as “Cut-off Date”). The Postal Ballot notice along with postal ballot form containing instruction are being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company (in case of physical shareholding). For members whose email IDs are not registered with the Company, physical copies of the notice are being sent by permitted mode along with a self-addressed Business Reply Envelope.
3. Members whose name appearing on the Register of Members / List of Beneficial Owners as on the Cut-off date shall be eligible for voting (including e-voting/Postal ballot). A person who is not member on Cut-off date should treat this notice for information purpose only.
4. The Board of Directors of the Company has appointed Mr. Ankush Agarwal (Membership No. F9719 & Certificate of Practice No. 14486), Partner, M/s MAKS & CO., Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner.
5. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed at a General Meeting of the Members.
6. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed postage pre-paid Business Reply Envelope. Postage will be borne and paid by the Company. However, Postal Ballot(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot(s) may also be deposited personally. The Postal Ballot(s) should reach the Scrutinizer not later than the close of working hours i.e. 5:00 P.M. on Wednesday, October 17, 2018, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

7. In compliance with provisions of Section 108 and Section 110 of the Act read with Regulation 44 of the Listing Regulations, the Rules & SS- II, the Company is pleased to offer **e-voting facility to enable members to cast their votes electronically on the matter included in this Notice**. The Board of Directors of the Company has appointed KARVY COMPUTERSHARE PRIVATE LIMITED (hereinafter called as “Agency”) for facilitating e-voting to enable the shareholders to cast their votes electronically. However, **e-voting is optional**.
8. The Scrutinizer will submit his report to the Chairman after scrutinizing the Postal Ballot forms including e-voting & the result of the Postal Ballot shall be declared by the Chairman, or in his absence, by any other Director or Company Secretary authorized by the Board of Directors of the Company, on Thursday, October 18, 2018 at 4.30 P.M. at the Registered Office of the Company i.e. 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi – 110019. Members, who wish to be present at the venue at the time of declaration of the result, may do so. The results shall be placed on the website & notice board of the Company along with scrutinizer report i.e. www.religare.com & on the website of the Agency i.e. <https://evoting.karvy.com> and simultaneously will be communicated to the Stock Exchanges where the securities of the Company are listed.
9. E-voting will commence from Tuesday, September 18, 2018 (9.00 A.M. IST) to Wednesday, October 17, 2018 (5.00 P.M. IST) and e-voting shall not be allowed beyond the said date and time. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled.
10. This notice of postal ballot will also be placed on the website of the Company i.e. www.religare.com and also on the website of the Agency i.e. <https://evoting.karvy.com>.
11. Members have option to vote either through e-voting or through Postal Ballot Form.
12. A Member cannot vote both by post and e-voting and if he votes both by post and e voting, his vote casted through e- voting shall be treated as valid and votes casted through physical Postal Ballot Form shall be treated as invalid.
13. In case, shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
14. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority Letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
15. The vote in this Postal Ballot cannot be exercised through proxy.
16. Members are requested to carefully read the instructions printed on the back of the Postal Ballot Form before exercising their vote.
17. A member may request for duplicate Postal Ballot Form, if so required. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link ‘<https://evoting.karvy.com>’ or seek duplicate Postal Ballot Form from Karvy Computershare Private Limited, Registrar & Transfer Agent, Unit: Religare Enterprises Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, fill in the details and send the same to the Scrutinizer.
18. In case of any queries, any member who has grievances connected with e-voting for postal ballot can contact Mr. S V Raju, Corporate Registry, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 at +91 040 67162222 or at 1800 345 4001 (Toll Free) or email at einward.ris@karvy.com. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at instruction No. 6 above.
19. The voting rights of Members shall be in proportion to the equity shares held by them of the Paid up Equity Share Capital of the Company as on Cut-off Date i.e. Friday, September 7, 2018
20. The Scrutinizer’s decision on the validity or otherwise of the Postal Ballot/E-voting will be final.
21. The postal ballot and all other papers relating to postal ballot including voting by remote e-voting shall be under the safe custody of the scrutinizer till the chairman consider, approves and sign the minutes.

E-voting Procedure/Instructions:

The procedure and instructions for e-voting are as follows:

(a) In case Members have received Postal Ballot Form through e-mail from Karvy :

- I. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- II. Enter the login credentials (i.e., user-id & password). Your Folio/DP Client ID will be your User-ID.

User –ID	For Members holding shares in Demat Form:- a) For NSDL :-8 Character DP ID followed by 8 Digits Client ID
Password	In case you do not remember password then click on forgot password and password will come to your e-Mail or Mobile registered enter your Folio/DP id Client id
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. Members can cast their vote online from Tuesday, September 18, 2018 (9.00 A.M. IST) to Wednesday, October 17, 2018 (5.00 P.M. IST)
- IV. After entering these details appropriately, click on "LOGIN".
- V. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile no, email ID etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VI. You need to login again with the new credentials.
- VII. On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- VIII. If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
- IX. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' 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. If the shareholder do not wants to cast the vote, select 'ABSTAIN'.
- X. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XI. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- XII. Corporate/Institutional Members (corporate /FIs/FIIs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to einward.ris@karvy.com and scrutinizer.maks@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

(b) In case Members have received Physical Postal Ballot Form by Post :

- I. Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E VOTING EVENT NUMBER)	USER ID	*PASSWORD/PIN

- II. Please follow all steps from Sl. No. (I) to Sl. No. (X) above to cast vote.
- III. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e voting user manual for Members available at the “downloads” section of ‘<https://evoting.karvy.com>’.
- V. If you are already registered with Karvy for e-voting then you can use your existing user ID and password for casting your vote.
- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. In case of any queries related to e-voting, you may refer to the Frequently Asked Questions (FAQ’s) and e-voting user manual available in the “Downloads” 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).

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

**Place : Gurugram
Date : September 06, 2018**

**Sd/-
Reena Jayara
Company Secretary
Membership No.:A19122**

EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED SEPTEMBER 06, 2018, PURSUANT TO SECTION 102 OF THE ACT READ WITH SECTION 110 OF THE ACT

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Ordinary Resolution given in the accompanying Notice:

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations, 2015'), effective from December, 2015, has provided a regulatory mechanism for re-classification of Promoters as Public Shareholders subject to fulfillment of conditions as provided therein.

In this regard, the Company received application from the following persons/entities forming part of Promoter and Promoter Group (hereinafter individually & jointly referred to as the 'Applicants') pursuant to Regulation 31A of the Listing Regulations, 2015 for re-classifying them under the Public Category :

Name of the Applicants	Number of Equity Shares held as on September 06, 2018	% of shareholding as on September 06, 2018
<u>Promoters</u>		
Malvinder Mohan Singh	Nil	0.00
Shivinder Mohan Singh	Nil	0.00
<u>Promoter Group</u>		
Japna Malvinder Singh	Nil	0.00
Aditi Shivinder Singh	Nil	0.00
Abhishek Singh	50	0.00
RHC Holding Private Limited	451,470	0.21
RHC Finance Private Limited	1,815,134	0.85
PS Trust*	100	0.00
Total	2,266,754	1.07

* in the name of Malvinder Mohan Singh & Shivinder Mohan Singh

Applicants are holding very insignificant shareholding which constitutes 1.07% of the total paid up equity capital of the Company. Applicants do not exercise any control over the Company and are not engaged in the management of the Company. Further, they do not hold any key managerial position or representations on the Board of Directors in the Company and are not engaged in day to day affairs of the Company. None of their act influences the decision taken by the Company and they do not have any special right through formal or informal arrangements with the Company. Applicants do not have a right either to appoint any Director of the Company or have an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of their shareholding. The Company has also not entered into any Shareholders Agreement with them. Further, none of the Applicants has got any Veto Rights or Special Rights as to voting power or control of the Company. They do not even have any Special Information Rights.

In view of the explanations given by the Applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company on August 7, 2018, have approved the application for reclassification received by the Company as above from Promoter and Promoter Group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from the Applicants. None of the concerned

Applicants, acting individually and in concert, directly or indirectly exercise control over the management and affairs of the Company. Once the Applicants are reclassified from Promoter and Promoter Group category to Public category upon receipt of all necessary approvals, there will be no identifiable Promoters of the Company.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of atleast 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

Your Directors recommend the passing of the Resolution as set out in the Notice as an Ordinary Resolution.

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 matter except to the extent of their shareholding, if any, in the Company.

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

**Place : Gurugram
Date : September 06, 2018**

**Sd/-
Reena Jayara
Company Secretary
Membership No.:A19122**

