

RELIGARE ENTERPRISES LIMITED**Regd off:** 1407, 14th Floor, Chiranjiv Tower, 43, Nehru Place, New Delhi – 110019**CIN:** L74899DL1984PLC146935**Phone:** +91 – 11 – 4472 5676,**Website:** www.religare.com, **E-mail:** investorservices@religare.com**NOTICE**

Notice is hereby given that the **40th Annual General Meeting (“AGM”)** of the members of Religare Enterprises Limited (“**the Company**”) will be held on **Friday, February 07, 2025 at 12:00 noon** (IST) through Video Conferencing / Other Audio Visual Means (“**VC**” / “**OAVM**”) to transact the following businesses:

Ordinary Business:**1. To receive, consider and adopt:**

- a) the Audited Financial Statements of the Company for the financial year ended March 31, 2024 including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Report of the Auditors thereon.

2. To appoint a Director in place of Dr. Rashmi Saluja (DIN: 01715298), who retires by rotation and being eligible, offers herself for re-appointment.

Explanation: Dr. Rashmi Saluja, whose office is liable to retire at the ensuing AGM, being eligible, seeks reappointment. The Nomination and Remuneration Committee and the Board of the Company, based on her performance, are proposing her reappointment to the shareholders for consideration in the upcoming AGM. (Please refer annexure to the AGM Notice for details).

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of shareholders of the Company, be and is hereby accorded to reappoint Dr. Rashmi Saluja (DIN: 01715298) as a Whole time Director of the Company, who is liable to retire by rotation.”

3. Appointment of Statutory Auditors

To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Audit and Auditors) Rules, 2014 and in accordance with the Circular No. RBI/2021-22/25 - Ref. No.

DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April, 2021 issued by the Reserve Bank of India, inter-alia, on Guidelines for appointment of Statutory Auditors of banks and NBFCs (**"RBI Circular"**), including any statutory modification(s) or re-enactment thereof for the time being in force and with the Company's Policy on Appointment of Statutory Auditors, **M/s Kirtane & Pandit LLP, Chartered Accountants (Firm Registration No. 105215W/W100057)**, who have confirmed their eligibility to be appointed in terms of Section 141 of the Act and the RBI Circular, be and is hereby appointed as the Statutory Auditors of the Company to hold office for a period of three years, from the conclusion of this 40th Annual General Meeting until the conclusion of the 43rd Annual General Meeting of the Company to be held in the year 2027, at such remuneration as mentioned in the explanatory statement annexed herewith and /or as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors, plus taxes as applicable and reimbursement of out-of pocket, travelling and other expenses, etc. in connection with the audit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall be deemed to include any Committee constituted or to be constituted by the Board in this regard) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard including but not limited to determination of roles and responsibilities/scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc. without being required to seek any further consent or approval of the members of the Company."

By order of the Board of Directors
For **Religare Enterprises Limited**
Sd/-

Vinay Gupta
Company Secretary & Compliance Officer
Membership No: F7806

Place: New Delhi
Date: January 10, 2025

Address: 1407, 14th Floor, Chiranjiv Tower, 43,
Nehru Place, New Delhi – 110019

NOTES:

1. The Ministry of Corporate Affairs (“MCA”), vide its General Circulars No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 09/2024 dated September 19, 2024 (“MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circulars numbers SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (“SEBI Circulars”) (hereinafter collectively referred to as “the Circulars”), have permitted the companies to conduct the Annual General Meeting through Video Conferencing / Other Audio Visual Means (“VC” / “OAVM”) till September 30, 2025, without the physical presence of members at a common venue. Hence, in accordance with the Circulars, provisions of the Companies Act, 2013 (“the Act”), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 40th Annual General Meeting (“AGM” / “Meeting”) of the Company is being held through VC /OAVM on Friday, **February 07, 2025** at 12:00 noon (IST). The venue of the meeting shall be deemed to be the Registered Office of the Company at 1407, 14th Floor, Chiranjiv Tower, 43, Nehru Place, New Delhi – 110019.
2. The Members may note that pursuant to the application submitted by the Company on August 21, 2024 seeking extension of time by 3 months for holding the 40th Annual General Meeting of the Company, the Hon’ble Registrar of Companies, National Capital Territory of Delhi (“ROC”) vide its order dated August 22, 2024, had granted extension of time of 3 (Three) months (i.e. up to December 31, 2024) for holding the 40th Annual General Meeting of the Members of the Company for the financial year ended March 31, 2024.
3. Subsequent to the above, the Company issued Notice of the AGM on December 07, 2025 to be convened on December 31, 2024 ensuring all regulatory requirements. However, a Writ Petition (WP 40618/2024) (Vijayant Mishra vs. RBI & Others) was filed by Mr. Vijyant Mishra before the Hon’ble High Court of Madhya Pradesh, at Jabalpur (“the Hon’ble Court”) and on December 18, 2024 the Hon’ble Court issued an Order staying the AGM of the Company based upon the said Writ Petition. The aforesaid Order can be accessed from the website of the Hon’ble Court from the following link:
https://mphc.gov.in/upload/jabalpur/MPHCJB/2024/WP/40618/WP_40618_2024_Order_18-12-2024_digi.pdf.
4. Thereafter, the Hon’ble Court vide its Order dated January 9, 2025, in a hearing scheduled on the said date, disposed of the aforesaid Writ Petition. The said Order can be viewed at the following link:
https://mphc.gov.in/upload/jabalpur/MPHCJB/2024/WP/40618/WP_40618_2024_Final_Order_09-01-2025_digi.pdf
5. Accordingly, the Company is holding its AGM on **February 07, 2025** as per the requirements laid out in the Companies Act, 2013 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015.
6. The attendance of the Members (members logins) attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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7. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, the Body Corporate/Institutional/Corporate members are entitled to appoint authorized representative to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
8. Since the AGM will be held through VC/OAVM facility, the attendance slip, proxy form and Route Map are not annexed to this Notice.
9. Pursuant to the provisions of Section 113 of the Act, the Body Corporate/Institutional/Corporate members intending for their authorized representatives to attend the meeting and to vote at the AGM through e-voting facility are requested to send scanned certified true copy (PDF Format) of the latest Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email scrutinizer.maks@gmail.com with a copy marked to inward.ris@kfintech.com and evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format “**Religare Enterprises Limited, Event No. 8608**”.
10. Dr. Rashmi Saluja, whose office is liable to retire at the ensuing AGM, being eligible, seeks reappointment. The Nomination and Remuneration Committee and the Board of the Company, based on her performance are proposing her reappointment to the shareholders for consideration in the upcoming AGM. (Please refer annexure to the AGM Notice for details).
11. Relevant details in respect of Director retiring by rotation / person seeking appointment/re-appointment as Director at the AGM, in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”) are also annexed to this Notice.
12. The Company has appointed M/s. KFin Technologies Limited, Registrars and Share Transfer Agent of the Company (hereinafter called “**KFintech**”), for conducting the AGM and for voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in these notes and is also available on the website of the Company at www.religare.com.
13. In line with the MCA Circulars, the Notice calling the AGM along with Annual Report for FY 2023-24 have been uploaded on the website of the Company at www.religare.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of KFintech i.e. e-voting agency at <https://evoting.kfintech.com>.
14. Pursuant to the provisions of the MCA Circulars on convening AGM through VC / OVAM:
 - a. Members can attend the meeting through login credentials provided to them to connect to Video Conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Facility for appointment of proxy to attend and cast vote on behalf of the member is not available.

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- c. Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
15. The facility to join the meeting shall be opened 15 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM. The meeting may be joined by following the procedure mentioned in the Notice.
16. Members may note that the VC/OAVM facility, provided by KFintech, allows participation of 1,000 Members on a first-come-first-served basis (“**FIFO**”). The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors, etc. can attend the AGM without any restriction on account of FIFO principle.
17. In accordance to the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with clarification /Guidance on applicability of Secretarial Standards dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
18. **Remote e-voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (“**SS-2**”) issued by the ICSI and Regulation 44 of the Listing Regulations, as amended read with circular of SEBI on e-voting facility provided by Listed entities and the MCA Circulars, the Company is providing facility to its Members to exercise their right to vote on the resolutions proposed to be passed at the AGM through **remote e-voting** facility.
19. **Voting at the AGM:** Members who could not vote through remote e-voting may avail the e-voting facility which will be made available at the Meeting (“**e-voting**”), facility to be provided by KFintech.
20. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
21. The institutional members are encouraged to attend and vote at the AGM.
22. **Updation of PAN and KYC by the Physical shareholders:** SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).

SEBI further vide its Master Circular Ref. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 read with subsequent Circular Ref. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has also provided for mandatory furnishing of PAN, KYC details, nomination, contact details, Bank A/c details and specimen signature for their corresponding folio numbers by the holders of physical securities. Any payment including dividend, interest or redemption payment shall be made only

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electronically upon complying with the aforesaid requirements of submission of PAN and other KYC details.

Accordingly, shareholders holding shares in physical form are requested to submit the aforesaid requisite information/documents at the earliest with the RTA of the Company as per below details:

Sr. No.	Form	KYC to be submitted
1	Form ISR-1	Request for Registering PAN, Address, Email, Mobile, Bank Account details or changes / updations there of
2	Form ISR-2	Specimen Signature
3	Form SH-13 (Form ISR-3 for Opting-out of the Nomination)	Nomination or Declaration for Opting-in or Opting-out of Nomination

The relevant documents / information for same may be accessed from the Company's website at: <https://religare.com/investor-information/>.

23. **Transmission:** Pursuant to Regulation 40 of SEBI Listing Regulations as amended from time to time, securities of listed companies can be transferred only in dematerialized form. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated 25th January 2022, has mandated listed companies to issue securities in dematerialized form while processing service request for issue of duplicate securities certificate / claim from unclaimed suspense account/ renewal/ exchange/ endorsement/ subdivision/ splitting/ consolidation/ transmission/ transposition of securities etc.

Therefore, to avail various benefits of dematerialization and to eliminate the risks associated with physical shares, the shareholders are advised to dematerialise their physical shares. They are requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of KFintech to seek guidance on the Demat procedure. Members may also visit the website of depositories viz. NDSL: <https://nsdl.co.in/faqs/faq.php> or CDSL: <https://www.cdslindia.com/investors/open-demat.html> for further understanding the demat procedure.

24. **Online Dispute Resolution Portal:** SEBI has issued Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as on December 28, 2023) for online resolution of disputes in the Indian securities market. Vide same, SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian securities market.

Pursuant to above-mentioned circular, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal

(<https://smartodr.in/login>). The link to the ODR portal has been provided by the Company on its corporate website <https://religare.com/#> under the Investor section.

The aforesaid Circular issued by SEBI in this regard can be accessed on the Company's website at <https://religare.com/>.

25. **Disclosure of Agreements to Stock Exchanges entered into by Shareholders of the Company:** Regulation 30A of SEBI Listing Regulations requires disclosure to the Stock Exchanges of Agreements entered into by shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party whether solely or jointly which, either directly or indirectly or potentially or whose purpose and effect is to, impact the Management or Control of the Company or Impose any Restriction or Create any Liability upon the Company.

Disclosure of any rescission, amendment or alteration of such agreements, if any is also required to be provided. Shareholders are requested to provide a disclosure to the Company of the said agreements to which the Company is not a party at investorservices@religare.com within 2 working days of entering into the agreement or signing an agreement to enter into such agreements in the format as prescribed by SEBI vide its Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023.

26. The Register of Members and Share Transfer Books of the Company will remain closed from "**Saturday, February 01, 2025 to Friday, February 07, 2025**" (both days inclusive).
27. Mr. Ankush Agarwal, Partner (Membership No. F9719 & COP No. 14486) or failing him Mr. Shailesh Kumar Singh, Partner (Membership No. F8619 & COP No. 16235) of M/s. MAK & CO., Practicing Company Secretaries (FRN: P2018UP067700), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting of votes through the e-voting system during the AGM in a fair and transparent manner.
28. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him/her in writing, who shall countersign the same.
29. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.religare.com and on the website of KFintech at <https://evoting.kfintech.com> immediately after the declaration of result by the Chairperson or any person authorized by him/her in writing and the same shall be communicated to the BSE Limited and the National Stock Exchange of India Limited. The result will also be displayed on the Notice Board of the Company at its Registered Office. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. **February 07, 2025**.

30. The relevant documents referred to in this Notice will be available for inspection electronically without any fees by the Members. Members seeking to inspect such documents can send an email to investorservices@religare.com
31. The copy of Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of contracts or arrangements in which Directors are interested under Section 189 of the Act and Certificate from Secretarial Auditors of the Company certifying that Company's Employee Stock Options Schemes being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolutions of the Members of the Company will be available electronically for inspection by the members during the AGM.
32. Members desirous of seeking any information relating to the annexed Annual Audited Financial Statements of the Company for the financial year ended March 31, 2024, are requested to write to the Company on or before **Sunday, February 02, 2025** through email to investorservices@religare.com. Same will be replied by the Company suitably.
33. The Company has designated an exclusive email ID investorservices@religare.com for redressal of shareholders complaints/grievances. For any investor related queries, you are requested to please write to us at the above Email ID.
- 34. Procedure for obtaining the Annual Report, AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA on physical folios:**

In terms of the MCA and SEBI Circulars, the Company has sent the Annual Report, Notice of AGM and e-voting instructions only in electronic form to the registered email addresses of the shareholders whose email addresses are registered with the Company / Depositories. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- i. Members, who have not registered /updated their email addresses are requested to register / update the same in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of Form ISR-1 and self-attested copy of PAN Card & Aadhar Card etc. Further, also send the original copy to KFinTech on above said address.
- ii. Members holding shares in dematerialized mode who have not registered /updated their email addresses with their Depository Participants are requested to register / update their email addresses with the Depository Participants with whom they maintain their demat accounts.
- iii. Shareholders may also visit the website of the company www.religare.com or the website of the Registrar and Transfer Agent <https://evoting.kfintech.com> for downloading the Annual Report and Notice of the AGM. Same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

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35. Instructions for the Members for attending the AGM through Video Conference:

- i. Member will be provided with a facility to attend the AGM through video conferencing platform provided by M/s KFin Technologies Limited. Members may access the same at <https://emeetings.kfintech.com> under shareholders/members login by using their remote e-voting credentials. The link for AGM will be available in shareholders/members login where the EVENT and the name of the Company can be selected. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned as below.
 - a. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
 - b. Enter the login credentials (i.e. User ID and password)
 - c. After logging in, click on “**Video Conference**” option
 - d. Then click on camera icon appearing against the AGM event of the Company to attend the meeting
- ii. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- iii. Further, Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Members, who would like to express their views or ask questions during the AGM, need to register themselves as a speaker by clicking on the ‘Speaker Registration’ option available on the screen after login at <https://emeetings.kfintech.com>. The Speaker Registration option will be open during **Saturday, February 01, 2025 to Sunday, February 02, 2025**. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time for the AGM.

36. Instructions for members for remote e-Voting

- i. **The Remote e-voting period commences Tuesday, February 04, 2025 (9.00 A.M. IST) and ends on Thursday, February 06, 2025 (5:00 P.M. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **Friday, January 31, 2025** (hereinafter called as the “**Cut-off Date**”), may cast their votes electronically.
- ii. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

37. Remote e-voting: Information and Instructions

A. Procedure for Login for E-voting and Attending AGM through VC/OAVM for Individual Shareholders holding securities in Demat mode.

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.

<p>Login method for Individual shareholders holding securities in Demat mode is given below: Individual shareholders holding securities in Demat mode with National Securities Depository Limited (“NSDL”)</p>	<p>A. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open https://eservices.nsdl.com 2. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. 3. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” 4. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period. <p>B. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> 1. To register, open https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Select “Register Online for IDeAS “Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Proceed with completing the required fields <p>C. By visiting the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Click on the icon “Login” which is available under ‘Shareholder/Member’ section 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 5. Click on Bank name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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<p>Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”)</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in Demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Bank Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 48867000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the correct details, click on LOGIN.
- v. You will reach the 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 value (0-9) and a special character (@, #, \$, etc.). 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, the system will prompt you to select the EVENT i.e. Religare Enterprises Limited with event no. 8608.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. 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 subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at scrutinizer.maks@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL_EVENT No.'

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Phone: +91-11- 4472 5676

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- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

A. Voting at e-AGM

- i. Only those members/shareholders, who will be present in the e-AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
- ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at e-AGM will be available at the end of the e-AGM and shall be kept open for 15 minutes. Members viewing the e-AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

B. Instructions for members for attending the e-AGM

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- iv. Members may join the meeting using headphones for better sound clarity.
- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from **Saturday, February 01, 2025** to **Sunday, February 02, 2025**. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.
- vii. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.
- viii. Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link:

<https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link:

<https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

38. Instructions for members for e-Voting during the AGM session:

- i. Only those Members / shareholders, who will be present in the AGM through Video Conference facility and have not cast their vote through remote e-voting, are eligible to vote through e-voting during the AGM.
- ii. However, members who have voted through remote e-voting will be eligible to attend the AGM

39. OTHER INSTRUCTIONS

- i. **A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only. 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. Friday, January 31, 2025 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and e-voting thereat.**
- ii. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the total voting capital of the Company as on the Cut-off Date i.e. **Friday, January 31, 2025**. The total voting capital of the Company for determining the voting rights of members as on Cut-off Date will be 355,605,663 Shares (i.e. including 330,605,663 Equity Shares and 25,000,000 Preference Shares), unless any further changes in the paid up capital until Cut-off Date.
- iii. Members may note that the Company is currently under the mandatory open offer period due to the public announcement dated September 25, 2023 in relation to an open offer made to the public shareholders of the Company on behalf of M.B. Finmart Private Limited (“Acquirer 1”), Puran Associates Private Limited (“Acquirer 2”), VIC Enterprises Private Limited (“Acquirer 3”), and Milky Investment & Trading Company (“Acquirer 4”) (hereinafter “Acquirers”) for acquisition of upto 90,042,541 fully paid-up equity shares of face value of Rs. 10 each (“Equity Shares”) from the Public Shareholders of the Company, representing 26.00 % of the Expanded Voting Share Capital, at a price of Rs. 235.00 per Equity Share aggregating to total consideration of up to Rs. 21,159,997,135/- payable in cash under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SAST Regulations”).

In this regard, 1,32,00,000 equity shares acquired by three shareholders i.e Acquirer 1, Acquirer 2 & Acquirer 3 (holding 44,00,000 equity shares each) in January 2024 are being held in the escrow account and they shall not exercise the voting rights over such shares till the currency of open offer period under the SAST Regulations.

Further, due to non-payment of dividend by the Company for two years on 0.01% 2,50,00,000 Non-cumulative Non-convertible Redeemable Preference Shares (“Preference Shares”) of face value of Rs. 10/- (Rupees Ten) each, voting rights triggered on the Preference Shares in terms of relevant provisions of the Companies Act, 2013. However, the Company has filed a petition before the Hon’ble National Company Law Tribunal, New Delhi Bench (“NCLT”) on June 14, 2019 seeking rectification of Register of Members of the Company by cancellation of said Preference Shares and also sought interim relief with respect to suspension of voting rights and dividend rights attached to the said Preference Shares. The Hon’ble NCLT on September 29, 2021 directed ordering the status quo on the respondents to restrain them from exercising their voting power with the resolution until further order. Further, vide order dated December 16, 2021, it was affirmed by Hon’ble NCLT that interim order will continue. The matter is currently sub-judice. Hence holders of said Preference Shares also will not be entitled to vote on the said resolution.

- iv. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Technologies Website) or contact Ms. Rajitha C – Corporate Registry of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally,

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Hyderabad - 500 032 at 1800 -309 -4001 (Toll Free) or send email at inward.ris@kfintech.com.

- v. You can also update your mobile number and e-mail id in the user profile details to get e-voting confirmation and which may be used for further communications.

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

Vinay Gupta
Company Secretary &
Compliance Officer
Membership No: F7806

Place: New Delhi

Date: January 10, 2025

Address: 1407, 14th Floor, Chiranjiv Tower, 43,
Nehru Place, New Delhi – 110019

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EXPLANATORY STATEMENT

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”); however, the same is strictly not required as per Section 102 of the Act.

ITEM NO. 3

Appointment of M/s Kirtane & Pandit LLP, Chartered Accountants (Firm Registration No. 105215W/W100057) as Statutory Auditors of the Company

As per Section 139 of the Act, every company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. The listed company shall not appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years.

Further RBI has issued a Circular on ‘Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)’ on April 27, 2021 (“**RBI Circular**”). These Guidelines provide necessary instructions for appointment of SCAs/SAs, the number of auditors, their eligibility criteria, tenure and rotation, etc. while ensuring the independence of auditors.

As per above said RBI Circular, an audit firm can be appointed for a continuous period of three years (counted as one tenure) only and shall not be eligible for re-appointment in the same entity for six years (two tenures) after completion of one tenure of three years.

M/s. S. P. Chopra & Co., Chartered Accountants (Firm Registration No. 000346N) was appointed as the Statutory Auditors of the Company to fill casual vacancy caused due to resignation of M/s. S.S. Kothari Mehta & Co., Chartered Accountants from August 12, 2021 till September 29, 2021 and to hold office for a period of three years from the conclusion of 37th Annual General Meeting (AGM) held in the year 2021 until the conclusion of the 40th AGM of the Company to be held in the year 2024. Their tenure will end at the conclusion of the upcoming AGM of the Company.

In order to comply with the requirements of the RBI Circular, the Board of Directors of the Company on recommendation of Audit & Governance Committee has recommended the appointment of **M/s Kirtane & Pandit LLP, Chartered Accountants (Firm Registration No. 105215W/W100057)** as Statutory Auditors of the Company for a period of three consecutive years from the conclusion of 40th AGM until the conclusion of the 43rd AGM of the Company to be held in the year 2027, subject to meeting the eligibility norms as may be prescribed by the RBI or any regulatory authority every year. The first year of audit will be of the financial statements for the year ending March 31, 2025, which will include the audit / limited review of the quarterly financial results for the year.

The Board and Audit & Governance Committee considered various parameters like capability to serve financial services industry in which the Company and its subsidiaries operate, audit experience, market standing of the firm, clientele served, technical knowledge, independence etc., and found M/s Kirtane & Pandit LLP, Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the audit of the standalone and consolidated financial statements of the Company.

Considering the above, the Board and Audit & Governance Committee are of the view that appointment of **M/s Kirtane & Pandit LLP, Chartered Accountants (Firm Registration No. 105215W/W100057)**, as Auditors of the Company will be beneficial to the Company, shareholders and other stakeholders as well and therefore recommends their appointment as the Auditors of the Company for a period of three years from the conclusion of this 40th AGM until the conclusion of the 43rd AGM of the Company to be held in the year 2027.

M/s Kirtane & Pandit LLP, Chartered Accountants (Firm Registration No. 105215W/W100057), have conveyed their consent to be appointed as Statutory Auditors of the Company along with necessary eligibility certificate / disclosure / confirmation in terms of the Act and RBI Circular, confirming that they are not disqualified to be appointed as Statutory Auditors.

Disclosure under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

Proposed statutory audit fees payable to the auditors	<p>Fees of Rs. 32 lakhs in aggregate towards the statutory audit and limited review for the period / financial ending March 31, 2025 which may be increased annually thereafter in commensurate with their scope of work, as per prevailing market practices and as per terms mutually agreed and decided by the Board of Directors upon the recommendation of the Audit Committee.</p> <p>The above fees will be exclusive of the taxes as applicable and reimbursement of out-of pocket, travelling and other expenses, etc. in connection with the audit.</p> <p>Besides the audit services, the Company would also avail the other permitted services from the Statutory Auditors, as may be required from time to time, for which they will remunerated accordingly as per mutually agreed terms and as approved by the Audit Committee and the Board.</p>
Terms of appointments	M/s Kirtane & Pandit LLP, Chartered Accountants (Firm Registration No. 105215W/W100057), are recommended for appointment for a term of three years from the conclusion of 40 th AGM until the conclusion of the 43 rd AGM of the Company to be held in the year 2027.
Material change in the fees payable to the new auditor	<p>Outgoing auditors were paid a statutory audit fee of Rs. 22 lakhs plus taxes and out of pocket expenses incurred in connection with the audit for the FY 2023-24.</p> <p>The proposed remuneration is commensurate with size and operations of the Company and after considering the comparative quotation, prevalent market conditions and inflation adjustments in the existing remuneration being paid by the Company.</p>
Basis of recommendation and auditor credentials	The recommendations are based on the fulfillment of the eligibility criteria prescribed by RBI guidelines and the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in this Notice.

The Board recommends the resolution as mentioned at item no. 3 above for approval of the Members by way of an ordinary resolution.

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Annexure to the Notice dated January 10, 2025

The detailed statement having profile and other details/disclosures of Director retiring by rotation at the AGM is as under:

TURNAROUND STORY OF RELIGARE UNDER DR. RASHMI SALUJA'S CHAIRPERSONSHIP

Dr. Rashmi Saluja joined the Board of REL as an Independent Director in 2018. She was later entrusted by the Board with the responsibility to lead REL and was appointed as an Executive Chairperson in February 2020. Dr. Rashmi Saluja brings a multidisciplinary background to corporate leadership, holding advanced degrees including an MBBS, MD, LLB, PhD, and an MBA in Finance. Since 2018, she has been the driving force behind the transformative journey of REL and its subsidiaries. **This transformation during her stint has resulted in enhancement of shareholder value as reflected by the surge in market capitalisation of REL from less than USD100 million to over USD1 billion.**

In 2017-18, the erstwhile promoters of the company were impeached from the Board due to an Asset Liability mismatch and unpaid dues to lenders in Religare Finvest Limited. The group was facing significant challenges that included CARE Health Insurance, Religare Broking and Religare Finvest being sold at very low valuations. The situation further worsened when the key management was also on the verge of leaving the organisation.

In order to regain the confidence of the market, tackle the issues faced by the REL group and to ensure high standards of corporate governance, the Board of Directors and shareholders entrusted Dr. Saluja to take over the reins. This appointment was further approved by the RBI. Ever since then, REL has focused on providing growth, stability, support and assurance to all its businesses and stakeholders led by Dr. Saluja.

Her medical background distinguishes her leadership style, seamlessly integrating healthcare principles of precision, compassion, and systematic problem-solving. This distinctive approach has been particularly effective in diagnosing and addressing complex organizational challenges. Despite the volatile situation with lenders' debt default on one side and investigations by multiple agencies and regulators on the other side, she remained firm and steady during the entire turbulent period and painstakingly took small steps as well as long strides as required to stabilise the group and get it functioning again. **She led the team from the front, managing the expectations of all customers, employees, investors, banks and regulators.**

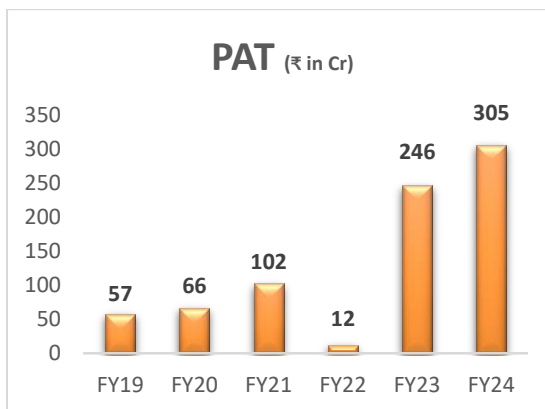
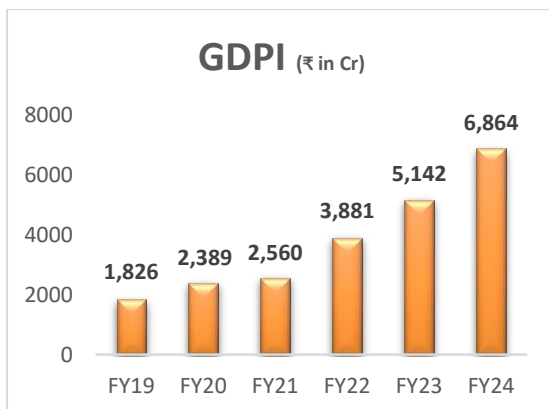
She worked closely with an independent and experienced Board to uplift corporate governance to its highest standards guiding the organization through complex regulatory landscapes and be a good Corporate Citizen.

With uncompromising approach for corporate governance, efficient business models and a growth oriented outlook, she funneled all the energies and momentum in resolving the legacy issues of the group, refresh the operations and bring all businesses back to vibrancy.

A significant turnaround story under her leadership has been the revitalisation of Religare Finvest Limited and this has been on the back of a significant effort and relentless work put

in during Covid times. **The company repaid a substantial debt amount of Rs. 9,200 crore to the Banking System of India.** Post deliberation and negotiations with Lenders on way of collection, REL's subsidiary RFL agreed on the final One Time Settlement (OTS) with lenders in July 2022. In Dec 2022, RFL along with REL paid substantial amount and by March 2023, RFL paid the full and final payment of Rs. 2,178 crore to all its lenders. This helped the company in a successful debt resolution with all the lenders. RFL bore the brunt of legacy issues has now settled all its obligations with both its secured and unsecured lenders, and has become debt free. Dr. Rashmi Saluja has been instrumental in guiding and leading the teams from the front and engaged with relevant stakeholders and regulatory bodies to ensure RFL's resurgence. **With the engagements and measures taken, RFL has received communications from State Bank of India (SBI), the lead bank informing that the record of RFL, tagged as fraud by the bank, has been removed from the Central Fraud Registry database.**

Another significant milestone in this journey was identifying the flagship business transformation: Care Health Insurance. Through a rebranding effort, the company prepared the entity to lead the health insurance space and serve the maximum number of people with its health insurance offerings. Dr. Saluja realized the importance of value accretion from Health Insurance business very early and made sure that the business remained well funded and quarantined throughout, from the challenges faced by RFL as reflected in the growth achieved by Care Health Insurance Limited (CHIL). REL transformed the business from grappling with low Gross Written Premiums and a solvency ratio on the brink of breach to becoming the fastest-growing and most efficient Standalone Health Insurance (SAHI) company. **CHIL grew faster than the industry to be the 2nd largest SAHI company while maintaining its solvency ratio above the prescribed levels.**



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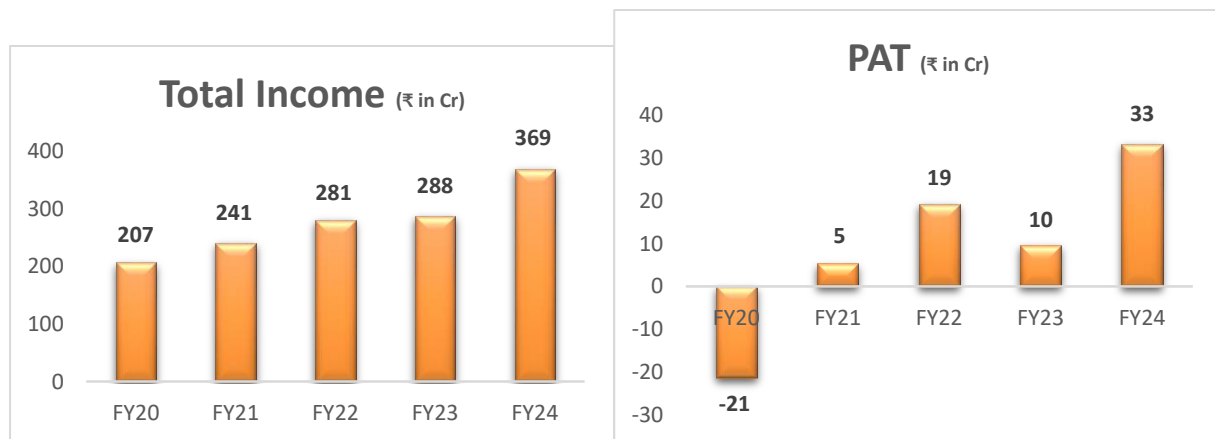
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While revitalising RFL and stabilising health Insurance business, Dr. Saluja also guided and led the housing finance business. **The housing finance business has consistently shown profits, upholding an impeccable credit record and forming a strategic co-lending arrangement with eye for future growth under her leadership.** The business is helping the low-income segment customers by providing affordable housing finance. The company offers various types of loans, including home purchase, home construction, and home improvement loans. Its key focus is aligned with the government’s initiative of “Housing for All by 2022”. The Company also caters to Economically Weaker Sections (EWS), Lower Income Group (LIG), and Medium Income Group (MIG) segments of the population.

Religare Broking Limited (“RBL”) has also undergone significant growth under Dr. Saluja’s stewardship. Special emphasis has been laid to provide capital to ensure its sustained growth. **The Board of RBL was revitalised with her appointment to the Board and strategic initiatives were laid out to improve the brand image and governance at RBL.** The importance of technological and digital initiatives driving the broking industry at large, have also been put in place at RBL to ensure the best services to the customers. A new E-governance practice has been initiated and nurtured under the stewardship of Dr. Saluja.



Her strategic approach has focused on preserving and enhancing stakeholder value while systematically rebuilding and revitalising the Religare Group during critical periods. All the unsolved legacy issues with regulators such as RBI and SEBI have been resolved. Dr Saluja’s unwavering commitment to growth has enabled the company to navigate the transformation over the past five years. After embracing resilience, the management under her leadership has defended the company from external challenges and helped reshape it from its core. **Consequently, Religare has grown into a comprehensive financial services provider offering a 360-degree experience, creating value for the entire ecosystem including investors, lenders, shareholders, employees and customers.** Some notable examples of purpose-driven actions include a strategic shift from selling off the NBFC business in favour of a full-scale revival and establishing Religare as a diversified financial services conglomerate. **It is noteworthy that Dr. Saluja laid emphasis on fulfilling all regulatory obligations and ensured that that the company and its subsidiaries did not ever default on the payment of its statutory dues.**

While focusing on the turnaround and growth of Religare Enterprises, **Dr. Saluja also kept her sight on upliftment of communities and social setup. She remained committed to social causes and actively engaged in several social initiatives to enhance welfare measures.** She displayed unwavering commitment to delivering social impact through the

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Religare Care Foundation across key areas such as sports, healthcare, health and rehabilitation and skill development. It is to be noted that since the onset of Covid 2019, she spearheaded the collaboration with Hospitals for providing critical medical support to the target families.

Dr. Saluja is an embodiment of growth with purpose, corporate profit with social upliftment and business momentum with strong corporate governance.

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Additional Information for Director retiring by rotation/ seeking appointment at the AGM:

1	Name of Director seeking appointment	Dr. Rashmi Saluja
2	DIN	01715298
3	Date of Birth/ Age	December 14, 1973/ 50 Years
4	Date of first Appointment on Board	December 20, 2018
5	Qualifications, Experience and expertise in specific functional area	As per Brief Profile mentioned herein above.
6	Remuneration last drawn, if any:	<p>In FY 2023-24, she has drawn the remuneration of Rs. 14.12 cr, which is inclusive of salary & allowances, retention bonus, accommodation, car & other perquisites (excluding ESOP perquisite).</p> <p>She was granted 30,00,000 Stock Options on May 11, 2023 under the Religare Enterprises Limited Employees Stock Option Plan 2019 (Scheme) at an exercise price of Rs 169.70 /- per share, the vesting period of which is 2 years equally and exercisable as per the terms of the Scheme. During FY 24, she also exercised 25,00,000 stock options out of the earlier tranche of 25,00,000 stock options granted to her in the FY 22 (with vesting period of 1 year and exercisable as per the terms of the Scheme) under the said Scheme. Accordingly, in addition to aforementioned remuneration, perquisite component of Rs. 41.59 cr. arising pursuant to exercise of these stock options, also forms part of her remuneration for the FY 24.</p> <p>Further during the year under review, Dr. Rashmi Saluja exercised 75,69,685 stock options of Care Health Insurance Limited (formerly Religare Health Insurance Company Limited) ("Care") out of the 2,27,11,327 stock options granted to her under Religare Health Insurance Employee Stock Option Scheme 2014 ("Care ESOP Scheme") in FY 2022-23. Accordingly, in addition, the perquisite component of Rs. 13.15 cr. arising pursuant to exercise of these Care stock options, also forms part of her remuneration for the FY 24.</p>
7	Shareholding in the Company	26,66,386 (0.81%) as on March 31, 2024
8	Shareholding in the Company as a beneficial owner	Nil
9	No. of Board Meetings attended during the year	In FY 2023-24, she has attended 8 (Eight) out of 8(Eight) Board Meetings
10	Terms and Conditions of appointment	Dr. Rashmi Saluja will be Executive Chairperson of the Company, liable to retire by rotation.

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Phone: +91-11- 4472 5676

Phone: +91-120-635 5040

11	Directorship held in other Companies as on date	<ol style="list-style-type: none"> 1. Care Health Insurance Limited 2. Religare Finvest Limited 3. Religare Broking Limited 4. R&R Natural Resources Private Limited 5. Religare Care Foundation 6. Religare Digital Solutions Limited 7. MIC Insurance web Aggregator Private Limited 8. GTTCI Limited
12	Name of the listed entities from which He/She had resigned in the past three years	Nil
13	Membership/Chairmanship of Committees as on date:	<p><u>Religare Finvest Limited</u></p> <ul style="list-style-type: none"> • Member <p>Audit Committee Nomination and Remuneration Committee Loan /Investment and Borrowing Committee Risk Management Committee Corporate Social Responsibility Committee Share Allotment Committee IT Strategy Committee</p> <ul style="list-style-type: none"> • Chairperson <p>Screening Committee for the identification of non-cooperative borrowers</p> <p>Review Committee for the identification of non-cooperative borrowers</p> <p><u>Care Health Insurance Limited</u></p> <ul style="list-style-type: none"> • Member <p>Audit Committee Nomination and Remuneration Committee Allotment Committee Investment Committee Policyholders Protection Committee Risk Management Committee Corporate Social Responsibility Committee Initial Public Offering Committee Stakeholder's Relationship Committee</p> <p><u>Religare Broking Limited</u></p> <ul style="list-style-type: none"> • Member <p>Audit Committee Nomination & Remuneration Committee</p> <ul style="list-style-type: none"> • Chairperson

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		Corporate Social Responsibility Committee Loan / Investment and Borrowing Committee
14	Relationship with other Directors/ Manager / KMP	No inter-se relationship between Dr. Rashmi Saluja and other Directors of the Company
15	Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	Industry knowledge/experience & Technical Expertise, Governance, Leadership, Strategic thinking and decision making, Personal Attributes/Behavioural competencies – Dr. Rashmi Saluja has demonstrated exceptional leadership skills since her joining on the Board and leading the revival of the organization from the front, through challenging times, to build Religare a strong and integrated financial services group. Under her leadership, the Company has progressed significantly despite the challenges and constraints before it and has created a blueprint to move ahead with the approval of the Regulators.

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RELIGARE ENTERPRISES LIMITED

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CORRIGENDUM TO THE ANNUAL REPORT FOR THE FINANCIAL YEAR 2023-24 TO INTIMATE THE CHANGES

This is in reference to the Annual Report for Financial Year 2023-24 issued by Religare Enterprises Limited (“REL” / “the Company”) on December 7, 2024. In this regard, please note that the date and time of the Annual General Meeting (“AGM”) has undergone a change as the AGM which was previously scheduled to held on December 31, 2024 was stayed by an Order of the Hon’ble High Court of Madhya Pradesh, Jabalpur (“the Hon’ble Court”) dated December 18, 2024 in the Writ Petition (WP 40618/2024) (Vijayant Mishra vs. RBI & Others). The said Order can be viewed at the following link:

https://mphc.gov.in/upload/jabalpur/MPHCJB/2024/WP/40618/WP_40618_2024_Order_18-12-2024_digi.pdf

Thereafter, the Hon’ble Court vide its Order dated January 9, 2025, in a hearing scheduled on the said date, disposed of the aforesaid Writ Petition. The said Order can be viewed at the following link:

https://mphc.gov.in/upload/jabalpur/MPHCJB/2024/WP/40618/WP_40618_2024_FinalOrder_09-01-2025_digi.pdf

Accordingly, the Company is holding its AGM on February 07, 2025 as per the requirements laid out in the Companies Act, 2013 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015.

The AGM, being held on February 07, 2025 has necessitated changes in the Annual Report which was already circulated on December 7, 2024 to the Members of the Company. Therefore, this corrigendum is being issued with the following change in the Report on account of shifting of the date of AGM from Tuesday, December 31, 2024 to Friday, February 07, 2025:

Page No.	Previous Text	Revised Text
104	<p>J. GENERAL SHAREHOLDERS INFORMATION</p> <p>(i) Annual General Meeting</p> <p>Ministry of Corporate Affairs vide its General Circular No.20/2020 dated 5th May 2020 read with General Circular No.14/2020 dated 8th April 2020, General Circular No.17/2020 dated 13th April 2020 and General Circular No. 09/2024 dated 19th September 2024 has allowed companies to conduct their Annual General Meetings through video</p>	<p>J. GENERAL SHAREHOLDERS INFORMATION</p> <p>(i) Annual General Meeting</p> <p>Ministry of Corporate Affairs vide its General Circular No.20/2020 dated 5th May 2020 read with General Circular No.14/2020 dated 8th April 2020, General Circular No.17/2020 dated 13th April 2020 and General Circular No. 09/2024 dated 19th September 2024 has allowed companies to conduct their Annual General Meetings through video</p>

	<p>conference/other audio visual (VC/OAVM) means till September 30, 2025, without physical presence of shareholders at a common venue subject to fulfilment of certain pre-requisite conditions.</p> <p>Accordingly, in terms of the above MCA Circulars, it has been decided by the Company to hold its 40th Annual General Meeting (AGM) through VC/OAVM as per the details mentioned hereunder:</p> <p>Date : Tuesday, December 31, 2024 Time : 11:30 A.M (IST) Venue : Deemed venue at registered office of the Company at 1407, 14th Floor, Chiranjiv Tower, 43, Nehru Place, New Delhi – 110019</p>	<p>conference/other audio visual (VC/OAVM) means till September 30, 2025, without physical presence of shareholders at a common venue subject to fulfilment of certain pre-requisite conditions.</p> <p>Accordingly, in terms of the above MCA Circulars, it has been decided by the Company to hold its 40th Annual General Meeting (AGM) through VC/OAVM as per the details mentioned hereunder:</p> <p>Date : Friday, February 07, 2025 Time : 12:00 noon (IST) Venue : Deemed venue at registered office of the Company at 1407, 14th Floor, Chiranjiv Tower, 43, Nehru Place, New Delhi – 110019</p>
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Save as disclosed above, all other information contained in the Annual Report 2024 remains unchanged.

For **Religare Enterprises Limited,**

Vinay Digitally signed
by Vinay Gupta
Date:
2025.01.15
13:44:55 +05'30'
Gupta

Vinay Gupta
Company Secretary & Compliance Officer

Religare Enterprises Limited

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