RELIGARE
Values that bind

June 20, 2016

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

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Scrip Symbol: RELIGARE EQ

Scrip Code: 532915

Subject: Declaration of Postal Ballot Result

Dear Sir(s),

We would like to inform you that approval of the shareholders of the Company was sought for following resolutions through Postal Ballot Notice dated May 03, 2016:

1. Re-appointment of Mr. Sunil Godhwani as Chairman and Managing Director and approval for payment of remuneration.

2. Disinvestment of entire stake in Northgate Capital LP, Northgate Capital LLC and Landmark Partners LLC held through Religare Global Asset Management Inc., USA ("RGAM Inc."), an indirect wholly-owned subsidiary of the Company and liquidate RGAM Inc.

3. Creation of charge, lien, mortgage, hypothecation and other encumbrances of any nature/kind, whatsoever on the shares of material subsidiaries and the movable and immovable assets of the material subsidiary(ies).

Post receipt of the Scrutinizer Report, results of the Postal Ballot Notice dated May 03, 2016 has been declared today at 4:00 P.M. at the Registered office of the Company i.e. D3, P3B, District Centre, New Delhi. All the aforesaid resolutions were passed with requisite majority.

Further, details of voting results in the prescribed format, pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 along with Scrutinizer Report are attached herewith.

This is for your information and record.

RELIGARE ENTERPRISES LIMITED NEW DELHI

Thanking You,

Yours faithfully,

For **Religare Enterprises Limited**

Mohit Maheshwari
Company Secretary

Results of Postal Ballot

Details of postal ballots and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:

Date of declaration of result of Postal ballot	20.06.2016
Total number of shareholders on record date	24,180
No. of shareholders present in the meeting either in person or through proxy: **Promoters and Promoter Group:** **Public:**	NA
No. of Shareholders attended the meeting through Video Conferencing **Promoters and Promoter Group:** **Public**	NA
No of shareholders participated in Postal Ballot	35 Shareholders voted through E-Voting
	23 Shareholders through Postal Ballots

Resolution No. 1	**Re-appointment of Mr. Sunil Godhwani as Chairman & Managing Director and approval for payment of remuneration. (Type: Special Resolution)**

Whether promoter/ promoter group are intersted in the Agenda/resolution? **NO**

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	90,822,601	90,822,451	99.9998	90,822,451	0	100	0.0000
	Postal Ballot		-	0.0000	-	0	0.0000	0.0000
	Total		**90,822,451**	**99.9998**	**90,822,451**	**0**	**100**	**0.0000**
Public-Institutions	E-voting	40,429,597	12,822,581	31.7158	12,822,581	0	100	0.0000
	Postal Ballot		0	0.000	0	0	0.0000	0.0000
	Total		**12,822,581**	**31.7158**	**12,822,581**	**0**	**100**	**0.0000**
Public-Non Institutions	E-voting	47,082,300	31,245,400	66.3634	31,244,694	706	99.9977	0.0023
	Postal Ballot		73,540	0.1562	73,528	12	99.9837	0.0163
	Total		**31,318,940**	**66.5196**	**31,318,222**	**718**	**99.9977**	**0.0023**
Total		**178,334,498**	**134,963,972**	**75.6802**	**134,963,254**	**718**	**99.9995**	**0.0005**



Resolution No. 2	Disinvestment of entire stake in Northgate Capital LP, Northgate Capital LLC and Landmark Partners LLC held through Religare Global Asset Management Inc., ("RGAM INC.") USA an indirect wholly-owned subsidiary of the Company and liquidating RGAM Inc. (Type: Special Resolution)

Whether promoter/ promoter group are intersted in the Agenda/resolution?							NO	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	90,822,601	90,822,451	99.9998	90,822,451	0	100	0.000
	Postal Ballot		-	0.0000	-	0	0	0.000
	Total		**90,822,451**	**99.9998**	**90,822,451**	**0**	**100**	0.000
Public-Institutions	E-voting	40,429,597	12,822,581	31.7158	12,818,331	4,250	**99.9669**	0.0331
	Postal Ballot		0	0	0	0	**0.0000**	0.0000
	Total		**12,822,581**	**31.7158**	**12,818,331**	**4,250**	**99.9669**	**0.0331**
Public-Non Institutions	E-voting	47,082,300	32,745,450	69.5494	32,744,785	665	**99.9980**	0.0020
	Postal Ballot		73,540	0.1562	73,540	0	**100.000**	0.0000
	Total		**32,818,990**	**69.7056**	**32,818,325**	**665**	**99.9980**	**0.0020**
Total		**178,334,498**	**136,464,022**	**76.5214**	**136,459,107**	**4,915**	**99.9964**	**0.0036**

Resolution No. 3	Creation of charge, lien, mortgage, hypothecation and other encumbrances of any nature/ kind , whatsoever on the shares of material subsidiaries and the movable and immovable assets of the material subsidiary(ies). (Type: Special Resolution)

Whether promoter/ promoter group are intersted in the Agenda/resolution?							NO	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	90,822,601	90,822,451	99.9998	90,822,451	**0**	100	0.0000
	Postal Ballot		-	0.0000	-	0	0.0000	0.0000
	Total		**90,822,451**	**99.9998**	**90,822,451**	**0**	**100**	**0.0000**
Public-Institutions	E-voting	40,429,597	12,822,581	31.7158	12,818,331	4,250	99.9669	0.0331
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**12,822,581**	**31.7158**	**12,818,331**	**4,250**	**99.9669**	**0.0331**
Public-Non Institutions	E-voting	47,082,300	32,745,450	69.5494	32,744,785	665	99.9980	0.0020
	Postal Ballot		73,540	0.1562	73,528	12	99.9837	0.0163
	Total		**32,818,990**	**69.7056**	**32,818,313**	**677**	**99.9979**	**0.0021**
Total		**178,334,498**	**136,464,022**	**76.5214**	**136,459,095**	**4,927**	**99.9964**	**0.0036**



SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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Scrutinizer Report

The Chairman

RELIGARE ENTERPRISES LIMITED

CIN: L74899DL1984PLC146935

D3, P3B, District Centre, Saket, New Delhi - 110017

Report on Result of Postal Ballot/E-Voting

Dear Sir,

In terms of the provisions of Section(s) 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, I have been appointed as Scrutinizer by **RELIGARE ENTERPRISES LIMITED** ('the Company') on Tuesday, May 03, 2016 to conduct the Postal Ballot/ e-voting process in a fair and transparent manner in respect of the following resolutions:

S. No.	Type of Resolution	Particulars
1	**Special Resolution**	Re-appointment of Mr. Sunil Godhwani as Chairman & Managing Director and approval for payment of remuneration.
2	**Special Resolution**	Disinvestment of entire stake in Northgate Capital LP, Northgate Capital LLC and Landmark partners LLC held through Religare Global Asset Management Inc., USA ("RGAM Inc.") an indirect wholly-owned subsidiary of the Company and liquidating RGAM Inc.

SANJAY GROVER & ASSOCIATES * NEW DELHI * Firm Registration No. P2001DE053900 Company Secretaries

3	**Special Resolution**	Creation of charge, lien, mortgage, hypothecation and other encumbrances of any nature/kind, whatsoever on the shares of material subsidiaries and the movable and immovable assets of the material subsidiary(ies).

I submit my report as under:

1. The Company completed dispatch of postal ballot notice(s), forms or electronic ballot and postage prepaid business reply envelope(s) on Wednesday, May 18, 2016 to its Members whose name(s) appeared in the Register of Members as on Friday, 06 May, 2016.

2. The Company has made an advertisement regarding dispatch of postal ballot forms in English Daily "The Financial Express" and in Hindi Daily "Jansatta" on Thursday, May 19, 2016.

3. The shareholders of the Company had option to vote either through the postal ballot forms or through the e-voting facility. Shareholders opted for e-voting facility, cast their votes on the designated website **'https://evoting.karvy.com** via Karvy Computershare Pvt. Ltd. ("KARVY") e-voting platform.

4. The physical Postal Ballots received by post/courier/by hand were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms. The e-voting was maintained by KARVY in electronic registry.

5. I monitored the process of electronic voting through the scrutinizer's secured link provided by KARVY on the designated website.

6. The ballot box was opened on Saturday, June 18, 2016 after 5.00 P.M. in my presence and the e-votes were unblocked on Saturday, June 18, 2016 after 5.00 P.M. in the presence of two witnesses, Mr. Dhiraj Kheriwal, R/o 11/170, Amrit Puri near Iskon Temple , New Delhi-



110065 and Mr. Nitesh Arora R/o 3/H26, NIT Faridabad, Haryana-121001 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Dhiraj Kheriwal

Nitesh Arora

7. The particulars of all postal ballot forms received from the Members in physical form(s) as well as e-voting report generated from KARVY have been entered in a separate Register maintained for the purpose.

8. All postal ballot forms received and e-votes cast up to 5.00 P.M. on Saturday, June 18, 2016 i.e. the last date and time fixed by the Company for receipt of the postal ballot forms were considered and none of the envelopes containing postal ballot forms received after 5.00 P.M. on Saturday, June 18, 2016, were considered for the purpose of this report.

9. The postal ballot forms and electronic ballots were matched with the Register of Members of the Company as on Friday, May 06, 2016. It is further submitted that in case of mis-match of the shareholding as mentioned in the Postal Ballot forms and RTA records, the Shareholding as found in the RTA records on Friday, May 06, 2016 was considered, there were no cases of mismatch in the shareholding. Further, if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.

10. There were 23 envelopes containing postal ballot form(s)/Notice(s), which were returned undelivered & these envelopes were not opened and they are separately kept.

11. I did not find any defaced or mutilated ballot paper(s).

12. The shareholders exercised their voting either by e-voting or physical mode. There was no shareholder who opted for both the facilities.

13. The total issued & paid up Equity Share Capital of the Company as on Friday, May 06, 2016 was Rs. 178,33,44,980/- (Rupees One Hundred Seventy Eight Crores Thirty Three Lacs Forty Four Thousand Nine Hundred & Eighty only) divided into 17,83,34,498 (Seventeen

SANJAY GROVER & ASSOCIATES Company Secretaries NEW DELHI Regn. No. P2001DE052800

Crores Eighty Three Lacs Thirty Four Thousand Four Hundred & Ninety Eight) Equity Shares of Rs. 10/- (Rupees Ten only) each.

14. A Summary of the postal ballots (e-voting and physical mode both) is given hereinafter below:

I. Re-appointment of Mr. Sunil Godhwani as Chairman & Managing Director and approval for payment of remuneration.

Special Resolution				
Particulars	**Number of Valid Votes**			**Percentage**
	Postal-Ballot	**e-Votes**	**Total**	
Assent	73,528	13,48,89,726	13,49,63,254	99.999
Dissent	12	706	718	0.001
Total	73,540	13,48,90,432	13,49,63,972	100

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the Resolution is attached to this report & marked as **'Annexure A'.**

II. Disinvestment of entire stake in Northgate Capital LP, Northgate Capital LLC and Landmark partners LLC held through Religare Global Asset Management Inc., USA ("RGAM Inc.") an indirect wholly-owned subsidiary of the Company and liquidating RGAM Inc.

Special Resolution				
Particulars	**Number of Valid Votes**			**Percentage**
	Postal-Ballot	**e-Votes**	**Total**	
Assent	73,540	13,63,85,567	13,64,59,107	99.996
Dissent	0	4,915	4,915	0.004
Total	73,540	13,63,90,482	13,64,64,022	100

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the Resolution is attached to this report & marked as **'Annexure B'.**

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III. Creation of charge, lien, mortgage, hypothecation and other encumbrances of any nature/kind, whatsoever on the shares of material subsidiaries and the movable and immovable assets of the material subsidiary(ies)

Special Resolution				
Particulars	**Number of Valid Votes**			**Percentage**
	Postal-Ballot	**e-Votes**	**Total**	
Assent	73,528	13,63,85,567	13,64,59,095	99.996
Dissent	12	4,915	4,927	0.004
Total	73,540	13,63,90,482	13,64,64,022	100

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the Resolution is attached to this report & marked as **'Annexure C'**.

Therefore, the above-mentioned Special Resolution(s) have been passed with requisite majority.

15. Total issued equity share capital of the Company includes 490 (Four Hundred and Ninety) equity shares which are lying in the Religare Enterprises Limited- Unclaimed Suspense A/c of which voting rights are frozen till the rightful owners claim these shares pursuant to Regulation 34 read with Schedule V(F)(1)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
16. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman of the Company.
17. You may accordingly declare the result of the voting by Postal Ballot.

SANJAY GROVER & ASSOCIATES * NEW DELHI * Company Secretaries Registration No. P2001DE053200	For Sanjay Grover & Associates (Company Secretaries)	Countersigned by
New Delhi June 20, 2016	(Sanjay Grover) Scrutinizer C.P. No.:3850	Sunil Godhwani Chairman & Managing Director

Annexure-A

A detailed summary of the postal ballot result is given herein below:

A1. VOTING THROUGH E-VOTING:

Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total votes received	35	13,63,90,482	1,36,39,04,820	76.480
(b) Less: Abstained	2	15,00,050	1,50,00,500	0.841
(c) Net Valid Votes	33	13,48,90,432	1,34,89,04,320	75.639
(d) Votes with Assent	27	13,48,89,726	1,34,88,97,260	75.639
(e) Votes with dissent	6	706	7,060	0.000

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total votes received	23	73,540	7,35,400	0.041
(b) Less: Invalid Votes	0	0	0	0.00
(c) Net Valid Votes	23	73,540	7,35,400	0.041
(d) Votes with assent for the Resolution	17	73,528	7,35,280	0.041
(e) Votes with dissent for the Resolution	6	12	120	0.00

SANJAY GROVER & ASSOCIATES * NEW DELHI * Company Secretaries Regn. No. P2001DE053900

B1. VOTING THROUGH E-VOTING:				
Particulars	**No of share-Holders**	**No. of Equity Shares**	**Paid-up value of the Equity Shares (In Rs.)**	**% of Total Paid-up Equity Capital (Approx.)**
(a) Total votes received	35	13,63,90,482	1,36,39,04,820	76.480
(b) Less: Abstained	0	0	0	0.00
(c) Net Valid Votes	35	13,63,90,482	1,36,39,04,820	76.480
(d) Votes with Assent	29	13,63,85,567	1,36,38,55,670	76.477
(e) Votes with dissent	6	4,915	49,150	0.003

B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:				
Particulars	**No of share-Holders**	**No. of Equity Shares**	**Paid-up value of the Equity Shares (In Rs.)**	**% of Total Paid-up Equity Capital (Approx.)**
(a) Total votes received	23	73,540	7,35,400	0.041
(b) Less: Invalid Votes	0	0	0	0.00
(c) Net Valid Votes	23	73,540	7,35,400	0.041
(d) Votes with assent for the Resolution	23	73,540	7,35,400	0.041
(e) Votes with dissent for the Resolution	0	0	0	0.00

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C1. VOTING THROUGH E-VOTING:				
Particulars	**No of share-Holders**	**No. of Equity Shares**	**Paid-up value of the Equity Shares (In Rs.)**	**% of Total Paid-up Equity Capital (Approx.)**
(a)Total votes received	35	13,63,90,482	1,36,39,04,820	76.480
(b) Less: Abstained	0	0	0	0.00
(c) Net Valid Votes	35	13,63,90,482	1,36,39,04,820	76.480
(d) Votes with Assent	29	13,63,85,567	1,36,38,55,670	76.477
(e) Votes with dissent	6	4915	49,150	0.003

C2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:				
Particulars	**No of share-Holders**	**No. of Equity Shares**	**Paid-up value of the Equity Shares (In Rs.)**	**% of Total Paid-up Equity Capital (Approx.)**
(a)Total votes received	23	73,540	7,35,4,00	0.041
(b) Less: Invalid Votes	0	0	0	0.00
(c) Net Valid Votes	23	73,540	7,35,400	0.041
(d) Votes with assent for the Resolution	17	73,528	7,35,280	0.041
(e) Votes with dissent for the Resolution	6	12	120	0.00

