

Notice

RELIGARE ENTERPRISES LIMITED

Regd. Off.: D3, P3B, District Centre, Saket, New Delhi-110017

Notice is hereby given that the **28th Annual General Meeting** of Religare Enterprises Limited ("**the Company**") will be held on Wednesday, August 29, 2012 at 4.30 P.M. at Air Force Auditorium, Subroto Park, New Delhi - 110010, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended March 31, 2012 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Deepak Ramchand Sabnani, who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Stuart D Pearce, who retires from office by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s Price Waterhouse, Chartered Accountants, as the Statutory Auditors of the Company, to hold office from the conclusion of ensuing Annual General Meeting until the conclusion of next Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS

5. **Increase in Authorised Share Capital and the Alteration of the Capital Clause of the Memorandum of Association of the Company**

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

"RESOLVED THAT in pursuance of the provisions of Section 16, 94 and all other applicable provisions of Companies Act, 1956 ("**the Act**") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, if any, the existing Authorised Share Capital of the Company of Rs. 300 Crores (Rupees Three Hundred Crores only) divided into 20 Crores (Twenty Crores) Equity Shares of Rs. 10 (Rupees Ten Only) each and 10 Crores (Ten Crores) Redeemable Preference Shares of Rs. 10 (Rupees Ten Only) each, be and is hereby increased from Rs. 300 Crores (Rupees Three Hundred Crores Only) to Rs. 350 Crores (Rupees Three Hundred Fifty Crores Only) by creation of additional 5 Crores (Five Crores) Equity Shares of Rs. 10 (Rupees Ten Only) each ranking pari-passu with the existing Equity Shares.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be altered by substituting the same by following new clause:

- V. The Authorised Share Capital of the Company is Rs. 350 Crores (Rupees Three Hundred Fifty Crores Only) divided into 25 Crores (Twenty Five Crores) Equity Shares of Rs. 10 (Rupees Ten Only) each and 10 Crores (Ten Crores) Redeemable Preference Shares of Rs. 10 (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company or such person(s) including committee(s) as may be nominated by the Board be and is hereby authorized to sign, execute and file all such forms, papers and documents with the Registrar of Companies, NCT of Delhi & Haryana and with other Statutory Authorities, as may be required and to do all such acts, deeds, things and matters including appointing attorney(s) or authorised representative(s), as may be considered necessary or expedient, to give effect to this Resolution."

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

Place: New Delhi
Dated: July 30, 2012

Sd/-
Sudhakar Shetty
Company Secretary

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed to the Notice in respect of the item necessitating an Explanatory Statement.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, August 25, 2012 to Wednesday, August 29, 2012 (both days inclusive).
4. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
5. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
6. The Certificate from the Statutory Auditors of the Company certifying that, the Employees Stock Option Scheme 2006, Employees Stock Option Scheme 2010 and Employees Stock Option Scheme 2012 of the Company are being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and in accordance with the resolutions of the general body, will be available for inspection to the Members at the Meeting.
7. The Register of Directors' Shareholding will be available for inspection at the Meeting.
8. Members holding shares in physical form are requested to intimate change in their address, if any, immediately to the Company's Registrar and Transfer Agent i.e. M/s Karvy Computershare Private Limited, Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500081. Members holding shares in electronic form must intimate the change in their address, if any, to their respective Depository Participant.
9. Members desirous of seeking any information relating to the annexed Annual Audited Accounts of the Company for the financial year ended March 31, 2012, may write to the Company at D3, P3B, District Centre, Saket, New Delhi - 110017, for the attention of Mr. Sudhakar Shetty, Company Secretary, at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
10. Members who hold shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members are advised to avail of the nomination facility by filing Form 2B in their own interest. Blank Forms will be supplied by the Company on request. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.
11. Brief resume of the Directors proposed to be re-appointed, nature of their expertise in specific functional areas and names of Companies in which they hold directorships and memberships/chairman position of Board Committees and shareholding (both own or held by/for other persons on a beneficial basis) in the Company and relationship between directors inter se, as stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, are provided in the Report on Corporate Governance forming part of the Annual Report.
12. In terms of Clause 32 of the Listing Agreement, soft copies of full Annual Report have been sent to all those shareholders who have registered their e-mail address(es) for the said purpose.

Any shareholder who desires to obtain hard copy of full Annual Report may write to the Company at D3, P3B, District Centre, Saket, New Delhi - 110017, for the attention of Mr. Sudhakar Shetty, Company Secretary of the Company.
13. The Shareholders who have not registered their e-mail address(es), so far, are requested to register their e-mail address(es), in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update the same with Karvy Computershare Private Limited by writing to **Karvy Computershare Private Limited, (Unit: Religare Enterprises Limited), Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad-500081 or through e-mail at csreligare@karvy.com.**

By order of the Board of Directors

For **Religare Enterprises Limited**

Sd/-

Sudhakar Shetty
Company Secretary

Place: New Delhi
Dated: July 30, 2012



EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 5

As per Clause V of the Memorandum of Association of the Company, the Authorised Share Capital of the Company is Rs. 300 Crores (Rupees Three Hundred Crores only) divided into 20 Crores (Twenty Crores) Equity Shares of Rs. 10 (Rupees Ten only) each and 10 Crores (Ten Crores) Redeemable Preference Shares of Rs. 10 (Rupees Ten only) each, out of which the total paid-up share capital is Rs. 2,054,773,230 consisting of Rs. 1,493,773,230 in form of Equity Share Capital and Rs. 561,000,000 as Redeemable Preference Share Capital.

The Members are aware that underlying businesses of Religare continue to demand capital for their growth and expansion. We are now witnessing to see the buoyancy in capital market and gradually global investor's appetite for Indian financial services company is coming back, in view of that we would like to be ready for window of opportunity for capital raise going forward.

Considering the above, the Board of Directors of the Company on July 28, 2012 proposed to increase the existing Authorised Share Capital of the Company to Rs. 350 Crores (Rupees Three Hundred Fifty Crores only) by creation of additional 5 Crores (Five Crores) Equity Shares of Rs. 10 (Rupees Ten only) each, ranking pari-passu with the existing Equity Shares, in order to facilitate the further issue of equity shares of the Company as may be decided by the Board from time to time.

Consequent upon the proposed increase of existing Authorised Share Capital, Clause V of the Memorandum of Association of the Company will require corresponding alteration.

Your approval is sought in terms of the provisions of Sections 16, 94 of the Companies Act, 1956.

Your Directors recommend the resolution no. 5 for your approval as an Ordinary Resolution.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

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

Place: New Delhi
Dated: July 30, 2012

Sd/-
Sudhakar Shetty
Company Secretary



RELIGARE
Values that bind

RELIGARE ENTERPRISES LIMITED

Regd. Off.: D3, P3B, District Centre, Saket, New Delhi - 110017

**Please fill in the Attendance Slip and hand it over
at the entrance of the meeting hall**

Name and address of the Shareholder/Proxy: _____

Folio No.: _____

DP ID & Client ID: _____

No. of Shares held: _____

I/We hereby record my/our presence at the 28th Annual General Meeting of the Company held on Wednesday, August 29, 2012 at 4:30 P.M. at Air Force Auditorium, Subroto Park, New Delhi - 110 010.

Signature of the Shareholder or Proxy*: _____

*Strike out whichever is not applicable



RELIGARE
Values that bind

RELIGARE ENTERPRISES LIMITED

Regd. Off.: D3, P3B, District Centre, Saket, New Delhi - 110017

Proxy Form

Folio No.: _____

DP ID & Client ID: _____

I/We _____ of _____

being a Member/Members of RELIGARE ENTERPRISES LIMITED hereby appoint _____

_____ of _____ or

failing him/her _____ of _____

_____ as my/our proxy to vote for me/us on my/our behalf at the 28th Annual

General Meeting to be held on Wednesday, August 29, 2012 at 4:30 P.M. at Air Force Auditorium, Subroto Park, New Delhi - 110 010.

Signed this day of 2012.

Affix
Re. 1
Revenue
Stamp

Note: The Proxies should be deposited at the Registered Office of the Company at least 48 hours before the commencement of the Meeting. The Proxy need not be a Member of the Company.